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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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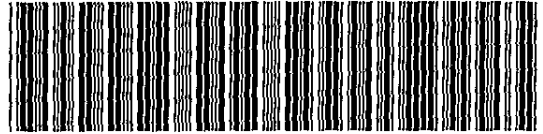
(Business Entity Name)

(Document Number)

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04 MAR 29 PM 4:17

SECRETARY OF STATE
MILWAUKEE, WIS.

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BRYAN K. McLACHLAN
Attorney at Law

7985 113th St., N., Suite 331
P.O. Box 7427
Seminole, FL 33775

Telephone
(727)398-0086
Facsimile
(727)398-1896

March 17, 2004

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

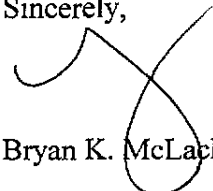
RE: Withrow Enterprises, Inc.

Dear Division of Corporations:

Enclosed is an original and one copy of the Articles of Incorporation for filing regarding the above-referenced corporation. I have enclosed the \$78.75 fee for the Articles.

If you have any questions or comments regarding this matter, please do not hesitate to contact me.

Sincerely,


Bryan K. McLachlan

BKM/cjt
Enc.

ARTICLES OF INCORPORATION

OF

WITHROW ENTERPRISES, INC.

a Florida For Profit Corporation

ARTICLE I

NAME

The name of this corporation is Withrow Enterprises, Inc., a Florida Corporation for profit.

ARTICLE II

TERM OF EXISTENCE

This corporation is to exist in perpetuity.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manage properties, including apartment buildings. The Corporation shall also be authorized to engage in any lawful purpose or purposes pursuant to Florida Statutes 617.

The foregoing paragraph shall be construed as enumerating the purposes, objectives and powers of this corporation, and no recitation, expression or declaration or specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers under the laws of the State of Florida or the United States of America which are not inconsistent herewith are hereby included.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
ADDRESS

The initial address of the principle office of this corporation in the State of Florida is 16 Paradise Lane, Treasure Island, Florida 33706. The Board of Directors may from time to time move the principle office to any other address in Florida.

ARTICLE V
STOCK

There will be 100 share of authorized capital stock.

ARTICLE VI
DIRECTORS

Pursuant to the procedures for appointment and election of directors contained in the By-Laws adopted by the stockholders, this corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, pursuant to the By-Laws adopted by the stockholders.

ARTICLE VII
INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors who shall serve until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Audry Withrow	16 Paradise Lane, Treasure Island, FL 33706

ARTICLE VIII
SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are as follows:

Name

Address

Audry Withrow

16 Paradise Lane, Treasure Island, FL 33706

ARTICLE IX
CORPORATION OFFICERS

The business of this corporation shall be conducted by the President and a Board of Directors. The Board of Directors shall be elected at each annual meeting to be determined by the By-Laws. All other officers shall be elected or employed by the Board of Directors.

Until the first meeting of the stockholders and other officers are elected, the business of the corporation shall be transacted by the following officers:

Name

Office

Audry Withrow

President

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII
REGISTERED AGENT

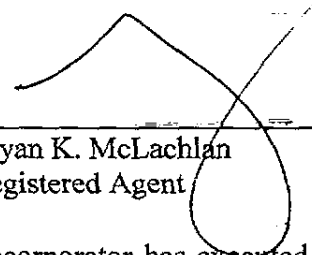
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That Withrow Enterprises, Inc., a Florida corporation for profit, desiring to organize under

the laws of the State of Florida, with its principle office located at 16 Paradise Lane, Treasure Island, Florida 33706, has named Bryan K. McLachlan, 7985 113th Street North, Suite 340, P. O. Box 7427, Seminole, Florida 33775 as its agent to accept service of process within this state.

ACKNOWLEDGMENT

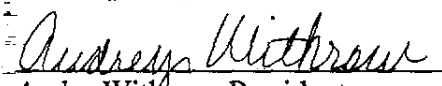
Having been named to accept service of process for the above stated corporation at the place designated in Article XII, I, hereby accept designation as agent for service of process, agree to act in such capacity, and agree to comply with provisions of said Act relative to keeping said office open.


Bryan K. McLachlan
Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12 day of November, 2003.

Withrow Enterprises, Inc.

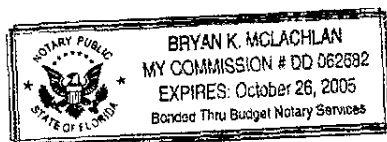
By:


Audry Withrow, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12 day of November, 2003 by AUDRY WITHROW.

(Seal)




Notary Public

Personally known

Or Produced Identification

Type of Identification Produced

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NOTARY OF STATE
TALLAHASSEE, FLORIDA