

POS000066051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

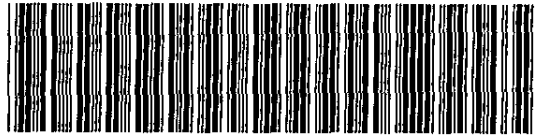
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600051841186

05/02/05--01011--016 **78.75

05 MAY -2 PM 2:50

STATE OF
MISSISSIPPI
SECRETARY OF REVENUE

B. McKnight MAY 05 2005

The Law Offices of
**MOYLE
FLANIGAN
KATZ
RAYMOND
& SHEEHAN
P.A.**

POST OFFICE BOX 3888 (ZIP 33402-3888)
625 NORTH FLAGLER DRIVE, 9TH FLOOR
WEST PALM BEACH, FLORIDA 33401-4025

TELEPHONE (561) 659-7500
FACSIMILE (561) 659-1789

OTHER OFFICE:
TALLAHASSEE

WRITER'S DIRECT LINE:
(561) 822-0393

PETER L. BRETON
JOHN R. EUBANKS, JR.
JOHN F. FLANIGAN
MARTIN V. KATZ
PAUL A. KRASKER
JON C. MOYLE
JON C. MOYLE, JR.
MARSHALL J. OSOFSKY
MARK E. RAYMOND
CATHY M. SELLERS
THOMAS A. SHEEHAN, III
ROBERT J. SNIFFEN
MARTA M. SUAREZ-MURIAS
WILTON L. WHITE
BRIAN L. WOLINETS

OF COUNSEL:
DANIEL K. CORBETT
THOMAS A. HICKEY
WILLIAM J. PAYNE

April 28, 2005

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **DWH FINANCIAL SOLUTIONS, INC.**

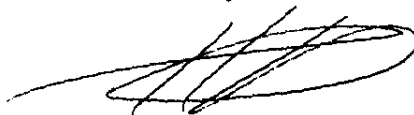
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above along with a check in the amount of \$78.75.

Please file the enclosed document with the Florida Secretary of State and return a file stamped copy to my office.

Should you have any questions, please do not hesitate to call.

Sincerely,



Martin V. Katz, Esquire

MVK/tjw
Enclosures

ARTICLES OF INCORPORATION
OF
DWH FINANCIAL SOLUTIONS, INC.

05 MAR -2 PM 2:50

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be DWH FINANCIAL SOLUTIONS, INC. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 845 Seminole Lane, Indian River Shores, Florida 32963.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 N. Flagler Drive, 9th Floor, West Palm Beach, FL 33401, and the name of the initial registered agent of this Corporation at that address is Martin V. Katz.

ARTICLE VIII

Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director of this Corporation is as follows:

Dorothy W. Hornby
845 Seminole Road
Indian River Shores, FL 32963

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

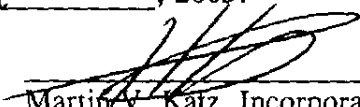
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Martin V. Katz, 625 N. Flagler Drive, 9th Floor, West Palm Beach, FL 33401.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of April, 2005.



Martin V. Katz, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

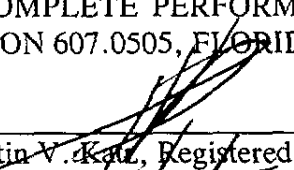
THAT, DWH FINANCIAL SOLUTIONS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 625 N. FLAGLER DRIVE, 9TH FLOOR, WEST PALM BEACH, FL 33401, HAS NAMED MARTIN V. KATZ, LOCATED AT 625 N. FLAGLER DRIVE, 9TH FLOOR, WEST PALM BEACH, FL 33401 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Martin V. Katz, Incorporator

4/28/05
(Date)

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



Martin V. Katz, Registered Agent

4/28/05
(Date)

05 MAY -2 PM 2:50