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(Requestor's Name)

(Address)

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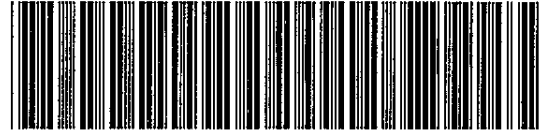
(Business Entity Name)

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8/17/05

EMANUEL S. PALMER  
P O BOX 17283  
PLANTATION, FL. 33318

TEL: (954)321-0049

FLORIDA DEPT. OF STATE  
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FREIDA CHESSER, CORPORATE SPECIALIST  
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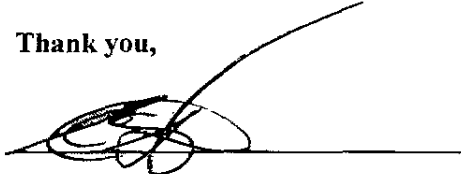
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Madam,

I have enclosed ninety dollars (\$90.00) for registration fee and a copy of the certificate of corporation.

Please register and return to the name and address above.

Thank you,

A handwritten signature in black ink, appearing to be 'E. Palmer', is written over a horizontal line.

Emanuel S. Palmer Ph. D.

**CERTIFICATE OF INCORPORATION  
OF  
PALMER AND WHYTE INVESTMENT  
GROUP CORPORATION**

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CLERK OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation for profit, under the general laws of the State of Florida.

**ARTICLE 1. NAME**

**PALMER AND WHYTE INVESTMENT GROUP CORPORATION**

**ARTICLE 11. NATURE OF BUSINESS**

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all of the things hereinafter mentioned, as fully as to the same extent that natural persons might, or could do, namely:

1. To buy and sell land.
2. To buy large parcels of land and subdivide.
3. To build single family houses, town houses and multi- family houses.

**ARTICLE 111. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of common stock, with voting power with a par value of Fifty Dollars (\$50.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

#### **ARTICLE IV. CAPITAL**

The amount of capital with which this corporation will begin business is Two Hundred Thousand Dollars (\$200,000.00) to be paid either in cash, merchandise, real estate, machinery or services, as may be determined by the Board of Directors.

#### **ARTICLE V. TERMS OF EXISTENCE**

The corporation is to exist perpetually.

#### **ARTICLE VI. ADDRESS**

The initial post office address of the principal office of the corporation in the State of Florida is as follows:

6299 W. Sunrise Blvd. Suite 210 Sunrise, Florida 33313 Broward County, Florida, and shall have branch offices throughout the U.S.A.

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### **ARTICLE VII. DIRECTORS**

The corporation shall have one to two (1-2) directors, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

## ARTICLE VIII. INITIAL OFFICERS AND DIRECTORS

The names and post offices addresses of the members of the first Board of Directors, the President and the Vice President, are as follows:

<u>OFFICERS</u>	<u>NAME</u>	<u>ADDRESS</u>
Director & President	Sonia P. Whyte	6892 Lantern Key Drive Lake Worth, Florida 33463
Director & Vice President	Emanuel S. Palmer	3330 Spanish Moss Terrace Apt. # 401 Lauderhill, Florida 33319

## ARTICLE IX. SUBSCRIBERS

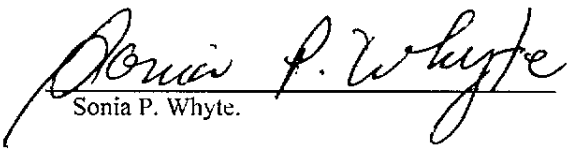
The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration thereof are as follows:

<u>Name</u>	<u>ADDRESS</u>	<u>Share</u>	<u>Value</u>
Sonia P. Whyte	6892 Lantern Key Drive Lake Worth, FL. 33463	90 %	.....
Emanuel S. Palmer	3330 Spanish Moss Terrace Apt. # 401 Lauderhill, Florida 33319	10 %	.....

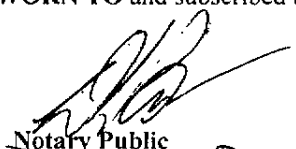
ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.  
Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to the vote thereon.

  
Emanuel S. Palmer.

  
Sonia P. Whyte.

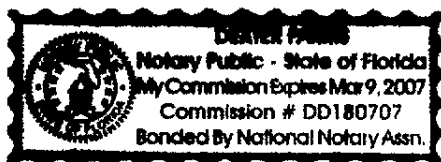
SWORN TO and subscribed before me this 17<sup>th</sup> day of August 2005.

  
Notary Public

Dexter Parrie  
State of Florida at Large

Florida  
County Broward

My commission expires: March 9th 2007



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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF  
PALMER AND WHYTE INVESTMENT GROUP CORPORATION**

Pursuant to Florida Statutes 48.091 and 607.034, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with its  
Registered office as indicated in the Articles of Incorporation at 6299 W. Sunrise Blvd. Suite 210 Sunrise,  
Florida 33313 has named Emanuel S. Palmer, located at the aforesaid address,  
as its Registered Agent to accept service of process within the state.

**Acknowledgment**

Having been named to accept service of process for the above stated corporation at the  
place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

A handwritten signature in black ink, appearing to be "E. Palmer", is written over a horizontal line.

Emanuel S. Palmer.  
Registered Agent.