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FLORIDA PROFIT/NON PROFIT CORPORATION
The Whitney Group, Inc.

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May 5, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations
SANCHEZ-MEDINA & ASSOCIATES, P.A.

SUBJECT: THE WHITNEY GROUP, INC.
REF: W10000021811

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Name conflict with L03000018673, THE WHITNEY GROUP, LLC

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

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**ARTICLES OF INCORPORATION OF
THE WHITNEY CONSULTING GROUP, INC.**

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is The Whitney Consulting Group, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are c/o 7155 Old Cutler Road, Coral Gables, Florida 33143.

**ARTICLE III. DURATION AND COMMENCEMENT
OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V. CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock

shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Roland Sanchez-Medina, Jr. The street address of the corporation's initial registered office is Sanchez-Medina, Gonzalez, Quesada, Lage, Crespo, Gomez & Machado LLP, The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Roland Sanchez-Medina Jr., Sanchez-Medina, Gonzalez, Quesada, Lage, Crespo, Gomez & Machado LLP, The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

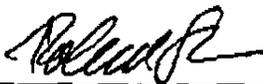
ARTICLE VIII. BYLAWS

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

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of May, 2010.



Roland Sanchez-Medina Jr.

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**CERTIFICATE OF REGISTERED AGENT OF
THE WHITNEY CONSULTING GROUP, INC.**

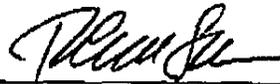
Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That The Whitney Consulting Group, Inc., desiring to organize under the laws of the State of Florida with its principal office at, County of Miami-Dade, State of Florida, has named Roland Sanchez-Medina, Jr., as its agent to accept service of process within this State.

Acknowledgment

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 3rd day of May, 2010.



Roland Sanchez-Medina Jr.