

P95000032569

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-9062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EST. 1982
 03-00-25
 03-00-25
 03-00-25

dB 4/26/95

RE: Whorton Properties, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY APK

WALK-IN Will Pick Up 1:26 12:00

FEE.....	\$ 3.00
DISBURSED.....	\$ 0.00
SURCHARGE.....	\$ 0.00
TAX on corporate supplies.....	\$ 0.00
SUBTOTAL.....	\$ 3.00
PREPAID.....	\$ 0.00
BALANCE DUE.....	\$ 3.00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
WHORTON PROPERTIES, INC.**

FILED
95 APR 26 AM 11:23
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is **WHORTON PROPERTIES, INC.**

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

- (1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.
- (2) To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

- (1) The total number of shares of capital stock authorized to be issued by the corporation shall be ten thousand (10,000) shares having a par value of \$1.00 per share. Each

of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(2) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street and mailing address of the principal office of this corporation in the State of Florida will be **549 N. Carroll Road, Lakeland, Florida 33801**. The Board of Directors may from time to time move the principal office to any other address in Florida. The name of the initial registered agent of this corporation is **JANET M. STUART**, located at **One Lake Morton Drive, Lakeland, Florida 33801**.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
CECIL E. WHORTON	549 N. Carroll Road Lakeland, Florida 33801
HAROLD J. WHORTON	5000 Cliffside Drive Lakeland, Florida 33813

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Name

Address

JANET M. STUART

**One Lake Morton Drive
Lakeland, Florida 33801**

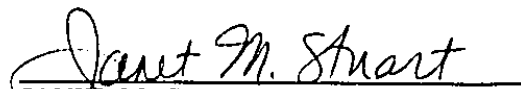
ARTICLE VIII - PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation including but not limited to cash, other property, services, the acquisition of other corporation's shares or property through merger or the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 1995.


JANET M. STUART

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 25th day of April,
1995, by JANET M. STUART, who is personally known to me and who did not take an oath.



Judith J. Flanders
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE; NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **WHORTON PROPERTIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named **JANET M. STUART**, located at One Lake Morton Drive, City of Lakeland, County of Polk, State of Florida, 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 this certificate, I hereby accept said designation, and agree to comply with the provision of said Act relative to said capacity.

By:


JANET M. STUART
Registered Agent

FILED
CLERK OF DISTRICT COURT
25 APR 25 PM 11:03
JANET M. STUART