





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 19, 1995

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: THE WHEELER CONSULTING GROUP, INC.  
Ref. Number: W95000010661

We have received your document for THE WHEELER CONSULTING GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 995A00025792

ARTICLES OF INCORPORATION  
OF  
THE WHEELER CONSULTING GROUP, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION,  
A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION  
UNDER THE LAW OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:  
THE WHEELER CONSULTING GROUP, INC.  
THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:  
5113 MEDALIST ROAD, SARASOTA, FLORIDA 34243

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL  
ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES,  
THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS  
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 11,000 SHARES OF  
COMMON STOCK HAVING \$ .10 PAR VALUE PER SHARE.

ARTICLE IV. ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERS OFFICE OF THE  
CORPORATION SHALL BE 5113 MEDALIST ROAD, SARASOTA, FLORDIA 34243,  
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION  
AT THAT ADDRESS IS JOHN WHEELER.

ARTICLE V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. SPECIAL PROVISION

IT IS THE INTENT OF THE INCORPORATOR THAT THE CORPORATION WILL  
QUALIFY UNDER SECTION 1244 OF THE INTERNAL REVENUE CODE AND THAT  
THE CORPORATION WILL FILE AS AN S CORPORATION.

ALL AMENDMENTS  
TO THESE ARTICLES OF INCORPORATION  
MAY BE MADE BY THE BOARD OF DIRECTORS  
OR BY A MAJORITY OF THE STOCKHOLDERS  
HOLDING A MAJORITY OF THE VOTING POWER  
AT THE TIME OF THE AMENDMENT  
MADE BY THE BOARD OF DIRECTORS  
OR BY A MAJORITY OF THE STOCKHOLDERS  
HOLDING A MAJORITY OF THE VOTING POWER  
AT THE TIME OF THE AMENDMENT  
MADE BY THE STOCKHOLDERS  
JULY 2, 1980  
SARASOTA, FLORIDA  
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ARTICLE VII. DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY. THE NAME AND STREET ADDRESS OF THE INITIAL MEMBER OF THE BOARD OF DIRECTORS IS JOHN WHEELER, 5113 MEDALIST ROAD, SARASOTA, FLORIDA 34243

ARTICLE VIII. OFFICERS

THE NAMES AND ADDRESSES OF THE INITIAL OFFICERS OF THE CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEARS OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED ARE:

JOHN WHEELER 5113 MEDALIST ROAD, SARASOTA, FLORIDA 34243  
PRESIDENT

JOHN WHEELER 5113 MEDALIST ROAD, SARASOTA, FLORIDA 34243  
SECRETARY/TREASURER

ARTICLE IX. INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

JOHN WHEELER  
5113 MEDALIST ROAD  
SARASOTA, FLORIDA 34243

IN WITNESS WHEREOF, THE UNDERSIGNED, JOHN WHEELER, HAS SET HIS HAND ON THIS 18 DAY OF MAY, 1995

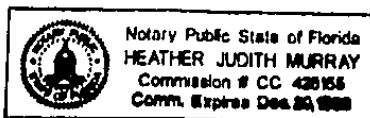
John Wheeler  
JOHN WHEELER

STATE OF FLORIDA  
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS  
DAY OF May 18, 1995

Heather Judith Murray  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: 12/20/98



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 807.0501, 817.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGN-  
ATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.**

1. The name of the corporation is: THE WHEELER CONSULTING  
GROUP, INC.

2. The name and address of the registered agent and office is:

JOHN WHEELER

(Name)

5113 MEDALIST RD

(P.O. Box and zip code)

SARASOTA, FL 34243

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the  
above named corporation at the place designated in this certificate, I hereby accept  
the appointment as registered agent and agree to act in this capacity. I further agree  
to comply with the provisions of all statutes relating to the proper and complete perfor-  
mance of my duties, and I am familiar with and accept the obligations of my position  
as registered agent.*

John Wheeler  
(Signature)

5-27-95

Heather Judith Murray



Notary Public State of Florida  
HEATHER JUDITH MURRAY  
Commission # CC 436156  
Comm. Expires Dec. 20, 1998