

CR2E031(10/92)

ARTICLES OF INCORPORATION
OF

WHITMORE HOLDING GROUP, INC.

FILED

25 JUL 18 AM 10:56

CLERK OF DIST.
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is Whitmore Holding Group, Inc. whose principal address and mailing address is 618 99th Avenue North, Naples, Florida 33963.

ARTICLE II
DURATION

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation is organized to operate an investment business, and for any and all other purposes allowed a Florida corporation.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 618 99th Avenue North, Naples, Florida 33963, and the name of the initial registered agent of this corporation at that address is Joyce Toth.

ARTICLE V
INCORPORATORS

The name and addresses of the persons signing these articles are:

Joyce Toth, 618 99th Avenue North, Naples, Florida 33963

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have two 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 the initial directors of this corporation is:

John Toth, 618 99th Avenue North, Naples, Florida 33963

Joyce Toth, 618 99th Avenue North, Naples, Florida 33963

ARTICLE VII
BYLAWS

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

ARTICLE VIII
SHAREHOLDER QUORUM

Two-thirds (2/3) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE IX
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE X
PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director against all liability, expenses, costs, damages and attorneys' fees incurred for any action or inaction in connection with the corporation except for gross negligence, wilful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

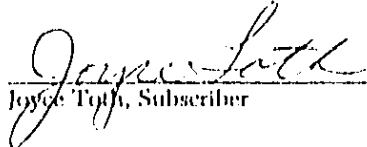
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officers or directors may be entitled under law.

XII
AMENDMENT

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

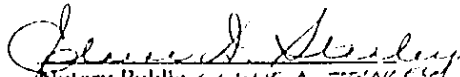
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 12th day of July, 1995.


Joyce Toth, Subscriber

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Joyce Toth, known to me and known by me to be the person who executed these Articles of Incorporation and she acknowledged before me that as her free act they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12 day of July, 1995.


Notary Public CAROL A. STANLEY
My commission expires: NOV. 5, 1995

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES NOV. 5, 1995
POWERED THROUGH GENERAL USE, END.

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95 JUL 18 AM 10:56
TALLAHASSEE, FLORIDA

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

FILED

18 AM 10:57

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, _____, a corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Whitmore Holding Group, Inc.
2. The name and address of the registered agents and office is:

Joyce Toth
618 99th Avenue North
Naples, Florida 33963

HAVING BEEN MADE AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-SATED 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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: _____

Joyce Toth
11-14-95