

P96000032904

Russ Whelpley
134 Jana Circle
Auburndale, FL 33823

April 08, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed are the articles of incorporation for RUSS WHELPLEY CONSULTING, Inc. Also, enclosed is a check for \$122.50 for the filing fees.

Sincerely,

Russ Whelpley
Russ Whelpley

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****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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ARTICLES OF INCORPORATION
OF
RUSS WHELPLEY CONSULTING, Inc.

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CLERK
FLORIDA

ARTICLE I. NAME

The name of this corporation is RUSS WHELPLEY CONSULTING, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filing of these articles with the Department of State.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of ONE Dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 134 Jana Circle, Auburndale, FL 33823 and the initial registered agent of this corporation at that address is Russ Whelpley.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but never be less than one. The name and address of the initial director of this corporation is:

Russ Whelpley, 134 Jana Circle, Auburndale, FL 33823.

ARTICLE VII. INCORPORATORS

The name of the person signing these articles is as follows and the address of such person is as stated in article VI above:

Russ Whelpley, 134 Jana Circle, Auburndale, FL 33823.

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

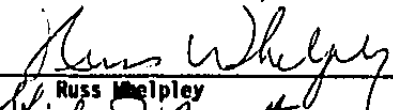
ARTICLE IX. INDEMNIFICATION

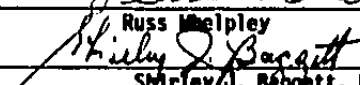
This corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. 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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on April 8th, 1996/8/93



Russ Whelpley


Shirley J. Baggett, Notary



SHIRLEY J. BAGGETT
MY COMMISSION # CC390668 EXPIRES
September 30, 1998
BONDED THRU TRU FARM INSURANCE, INC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Russ Whelpley, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

Russ Whelpley

96 APR 11 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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