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PROMER HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 974926 82378A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 4, 1996

ORDER TIME : 9:56 AM

ORDER NO. : 974926

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq  
SAFRON ROONEY & DZURAK

P.O. Box 400

Punta Gorda, FL 33951-0400

DOMESTIC FILING

NAME: WHITNEY ENTERPRISES OF  
CHARLOTTE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

072100000032-000000000000  
06/04/96-01116-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN -4 PM 11:12

RECEIVED  
95 JUN -4 PM 11:26  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**WHITNEY ENTERPRISES OF CHARLOTTE, INC.**

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL -4 PM 1:12

I, the undersigned, **JOHN S. DZURAK**, Esquire do hereby create and sign these Articles for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

**WHITNEY ENTERPRISES OF CHARLOTTE, INC.**

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 18210 Paulson Drive, Units 4 & 5, Murdock, Florida 33954; and the name of its initial Registered Agent is **MICHAEL WHITNEY** whose mailing address is 18210 Paulson drive, Units 4 & 5, Murdock, Florida 33954. The mailing address of the corporation is 18210 Paulson drive, Units 4 & 5, Murdock, Florida 33954. A Certificate Designating Registered Office and Resident Agent executed by **MICHAEL WHITNEY** as Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>MICHAEL WHITNEY</b>	18210 Paulson Drive Units 4 & 5 Murdock, Florida 33954
<b>SUSAN WHITNEY</b>	18210 Paulson Drive Units 4 & 5 Murdock, Florida 33954

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **MICHAEL WHITNEY** and the first Secretary/Treasurer shall be **SUSAN WHITNEY**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

**XI.**

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<b>NAME</b>	<b>ADDRESS</b>	<b>NO. OF SHARES</b>	<b>AMOUNT SUBSCRIBED</b>
<b>MICHAEL WHITNEY</b> and <b>SUSAN WHITNEY</b> , husband and wife	18210 Paulson Drive Units 4 & 5 Murdoch, FL 33954	100	\$1,000.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

**XII.**

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

**XIII.**

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

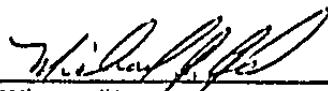
**XIV.**

Directors of this corporation need not be residents of the State of Florida.

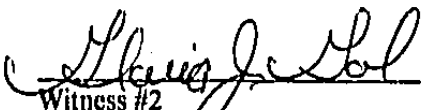
**XV.**

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of June, 1996.

  
Witness #1

  
JOHN S. DZURAK, Esquire,  
Incorporator

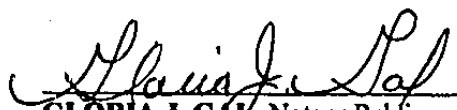
  
Witness #2

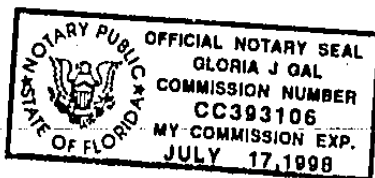
STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 3<sup>rd</sup> day of June, 1996, by JOHN S. DZURAK, Esquire, Incorporator, who is personally known to me, or who has produced \_\_\_\_\_ as identification

My commission expires:

  
GLORIA J. GAL, Notary Public,  
State of Florida at Large



FILED  
SECRETARY OF STATE  
OFFICE OF THE SECRETARY OF STATE

95 JUN -4 PM 1:12

EXHIBIT "A"CERTIFICATE DESIGNATING REGISTERED  
OFFICE AND REGISTERED AGENT

That WHITNEY ENTERPRISES OF CHARLOTTE, INC., desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 18210 Paulson Drive, Units 4 & 5, Murdock, Florida 33954, has named MICHAEL WHITNEY, located at 18210 Paulson Drive, Units 4 & 5, Murdock, Florida 33954 and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for WHITNEY ENTERPRISES OF CHARLOTTE, INC., the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: May 23, 1996

  
MICHAEL WHITNEY,  
Registered Agent