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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 997049 10234A
AUTHORIZATION : *Patricia Piquit*
COST LIMIT : \$ 122.50

ORDER DATE : June 21, 1996
ORDER TIME : 3:12 PM
ORDER NO. : 997049
CUSTOMER NO: 10234A
CUSTOMER: Thomas W. Conely, III, Esq
CONELY & CONELY, P.A.
207 N.W. Second Street
Okeechobee, FL 34972

200001872862

DOMESTIC FILING

NAME: WHITESMITH MARKETING, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: *cf 10/21/96*

ARTICLES OF INCORPORATION

OF

WHITESMITH MARKETING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: WHITESMITH MARKETING, INC. The address of the principal office of this corporation shall be 401 N.W. 6th Street, Okeechobee, Florida 34972, and the mailing address of the corporation shall be Post Office Box 457, Okeechobee, Florida 34973.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 401 N.W. 6th Street, Okeechobee, Florida 34972, and the name of the initial registered agent of the corporation at that address is JOHN R. SMITH.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

WILLIAM G. WHITE Director	401 N.W. 6th Street Okeechobee, Florida 34972
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JOHN R. SMITH Director	401 N.W. 6th Street Okeechobee, Florida 34972
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ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

WILLIAM G. WHITE President	401 N.W. 6th Street Okeechobee, Florida 34972
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JOHN R. SMITH Secretary/Treasurer	401 N.W. 6th Street Okeechobee, Florida 34972
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ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

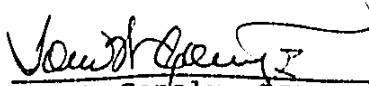
This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1261 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation: TOM W. CONELY, III, 207 N.W. Second Street, Okoochobee, Florida 34972.


IN WITNESS WHEREOF, the undersigned has herunto set his hand and seal on June 18, 1996.



Tom W. Conely, III

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

JOHN R. SMITH, 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.



John R. Smith