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FROM: FAS-T CORP. AGENTS, INC.
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NAME: WHITFIELD ENTERPRISES, INC.
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ARTICLES OF INCORPORATION

OF

WHITFIELD ENTERPRISES, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **WHITFIELD ENTERPRISES, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 2118 NORTHWEST 193RD TERRACE, CAROL CITY, FLORIDA 33058.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

JEANNETTE ANDREWS, ESQ.
6255 N. W. SEVENTH AVENUE
MIAMI, FL 33150
(305) 751-8934
BAR #: 0075124

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ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 2115 NORTHWEST 193RD TERRACE, CAROL CITY, FLORIDA 33056 and the registered agent at that office is KATHY WHITFIELD.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors constituting the initial Board of Director. The number of directors may be increased or decreased from time to time by the bylaws.

**KATHY WHITFIELD
2115 NORTHWEST 193RD TERRACE
CAROL CITY, FLORIDA 33056**

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ARTICLE IX: INCORPORATOR

The Incorporator of the Corporation is as follows:

**KATHY WHITFIELD
2115 NORTHWEST 193RD TERRACE
CAROL CITY, FLORIDA 33058**

IN WITNESS WHEREOF, KATHY WHITFIELD, the undersigned Incorporator, have signed these Articles of Incorporation on this 17th day of January, 1997, and acknowledged the same to be my act.

Kathy Whitfield
KATHY WHITFIELD

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of January, 1997 by KATHY WHITFIELD, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a STATE OF FLORIDA IDENTIFICATION as identification.

NOTARY PUBLIC:

SIGN: Geraldine M. Bellone

PRINT: Geraldine M. Bellone
STATE OF FLORIDA AT LARGE



Geraldine M. Bellone
My Commission C0577801
Expires Aug. 18, 2000

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **WHITFIELD ENTERPRISES, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **CAROL CITY**, County of **DADE**, State of Florida, has named **KATHY WHITFIELD**, at **2115 NORTHWEST 163RD TERRACE**, in the City of **CAROL CITY**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated 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.

BY:

Kathy Whitfield
KATHY WHITFIELD

DATE:

January 17, 1997