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February 27, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

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-03/04/97--010/2--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of: WHITWORTH & WHITWORTH, INC.

Dear Sirs:

Enclosed please find original and one copy of the Articles of Incorporation and Registered Agent's Certificate for a new Florida Corporation now being formed---WHITWORTH & WHITWORTH, INC.

Also enclosed is our check for \$122.50. This check includes payment for the following:

Filing Fee	35.00
Resident/Registered Agent filing fee	35.00
Certified Copy of Articles of Inc.	<u>52.50</u>
TOTAL:	\$122.50

Please send the certified copy of the Articles, along with the duplicate Resident/Registered Agent's Certificate, back to the undersigned. We are NOT requesting a certified copy of the Resident/Registered Agent's Certificate.

Yours truly,

GARY E. MASSEY

GEM:std  
Enclosures

FILED  
97 MAR -4 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WHITWORTH & WHITWORTH, INC.

FILED  
97 MAR -4 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to transact business, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE ONE - Name and Address

The name of this corporation shall be WHITWORTH & WHITWORTH, INC., and it shall be located at 400 Cove Lake Court Longwood, Florida 32779, or at such other place or places as the Board of Directors shall determine. Said corporation may, from time to time establish other business locations throughout the State of Florida and various states of the Union.

ARTICLE TWO - Nature of Business

To develop, manufacture, assemble, fabricate, import, lease, purchase, or otherwise acquire, invest in, hold, use, license the use of, install, handle, maintain, service or repair, sell, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, telephone systems, cellular systems, electronic systems, equipment and components, and electrical, mechanical, and electro-mechanical apparatus and equipment of every kind and description, electronic, telecommunication, communication, transmitting, receiving, recording, reproducing, and similar equipment of every

description, microwave devices and equipment, radio, sonar, radar, television, and related devices and equipment, and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, and any and all products, machinery, equipment, and supplies used or useful in connection therewith.

To do all acts that are lawful under the State of Florida as they now exist or as they may hereafter be amended.

#### ARTICLE THREE - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having a par value of One (\$1.00) Dollar per share. Subscribers to the following number of shares set beside their names, to-wit:

WILLIAM L. WHITWORTH	500 Shares
400 Cove Lake Court	
Longwood, Florida 32779	

GREGORY JAMES WHITWORTH	500 Shares
400 Cove Lake Court	
Longwood, Florida 32779	

#### ARTICLE FOUR - Initial Capital

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

#### ARTICLE FIVE - Board of Directors

A. Directors. The business of the corporation shall be managed by a governing board, which is herein referred to as the "Board" of "Director or Directors" notwithstanding that the members thereof may otherwise bear any other designated title, and notwithstanding that only one Director legally constitutes the Board. The words "Director" and "Directors" likewise herein refer to a member or to members of the governing board notwith-

standing the designation of the different official title or titles. The use of the phrase "entire board" herein refers to the total number of Directors which the corporation would have if there were no vacancies.

B. Number. The original Board of Directors will consist of two (2) persons named as the original Directors of the Corporation in the Certificate of Incorporation. Thereafter the number of Directors constituting the entire Board shall be at least one (1) and no more than five (5). Subject to the foregoing limitation and except for the original Board of Directors, such number may be fixed from time to time by action of the Shareholders or the Directors, or if the number is not so fixed the number shall continue to be only one (1). The number of Directors may be increased or decreased by action of the Shareholders or the Directors, provided that any action of the Directors to effect such increase or decrease shall require the vote of the majority of the entire Board. No decrease shall shorten the term of any incumbent Director.

C. Election and Term. The original Board of Directors shall hold office until the first annual meeting of the shareholders and until their successors have been elected and qualified. Thereafter, Directors who are elected at any annual meeting of the shareholders, and the Directors who are elected in the interim by the shareholders to fill the vacancies and newly created directorships shall hold office until the next annual meeting of the shareholders and until their successors have been elected and qualified.

Directors who are elected in the interim by the Directors to fill vacancies and newly created directorships shall hold office until the next meeting of the shareholders at which the election of the Directors is in the regular order of business and until their successors have been elected and qualified. In the interim between annual meetings of shareholders or special meetings of shareholders called for the election of the Directors, newly created directorships and any vacancies in the Board of Directors, including vacancies resulting from the removal of Directors for cause or without cause, may be filled by vote of the remaining Directors then in office, although less than a quorum exists.

D. Meetings - Time. Meetings shall be held at such time as are called for in the By-Laws or as the Board of Directors shall fix except the first meeting of a newly elected Board shall be held as soon after its election as the Directors may conveniently assemble.

E. Place. Meetings shall be held at such place within or without the State of Florida as shall be fixed by the Board or the By-Laws.

F. Call. No calls shall be required for regular meetings for which the time and place have been fixed. Special Meetings, may be called at or by the direction of the Chairman of the Board, if any, by the President or the majority of the Directors in office.

G. Notice of Meetings. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings and sufficient time for the

convenient assembly of the Directors thereat. Notice of any meeting need not specify the purpose of the meeting. Any requirement of furnishing of notice shall be waived by any Director who signs a Waiver of Notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

H. Quorum and Action. The majority of the entire Board shall constitute a quorum except when the vacancy or vacancies prevent such majority, whereupon the majority of Directors in office shall constitute a quorum, provided however, such majority shall constitute at least one-third (1/3) of the entire Board. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place except as herein otherwise provided, and the act of the Board shall be the act, at a meeting duly assembled, by vote of a majority of the Directors present at the time of the vote, a quorum being present at such time.

I. Chairman of the Meeting. The Chairman of the Board, if any, and if present and acting, shall preside at all meetings; otherwise, the President, if present, or any other Director chosen by the Board, shall preside.

J. Removal of Directors. Any and all Directors may be removed for cause or without cause by the shareholders. One or more of the Directors may be removed for cause by the Board of Directors.

#### ARTICLE SIX - Officers

The Directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may, but need not necessarily, be a Director. Any two or more offices may be held by the same person. Unless otherwise provided in the Resolution or Election or Appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of the shareholders and until his successors has been elected and qualified.

Officers shall have the powers and duties as defined in the Resolutions appointing them or defined in the By-Laws as the case may be. The Board of Directors may remove any officer for cause or without cause.

#### ARTICLE SEVEN - Books and Records

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the shareholders, the Board of Directors and/or any committee which the Directors may appoint, and shall keep at the office of the corporation in the State of Florida, a record containing the names and addresses of all shareholders, the number and class of shares held by each; the dates when they respectively became the owners of record thereof, and any of the foregoing books, minutes, or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE EIGHT - Corporate Seal

The corporate seal, if any, shall be in such form as the Board of Directors shall prescribe.

ARTICLE NINE - Fiscal Year

The fiscal year shall be as set in the By-Laws and subject to change by the Board of Directors.

ARTICLE TEN - Existence

This corporation shall have perpetual existence.

ARTICLE ELEVEN - Subscribers, Directors and Officers

The names and street addresses of the subscribers and directors and officers of these Articles of Incorporation are as follows:

WILLIAM L. WHITWORTH  
400 Cove Lake Court  
Longwood, Florida 32779

President, Director,  
Subscriber and

GREGORY JAMES WHITWORTH  
400 Cove Lake Court  
Longwood, Florida 32779

Secretary-Treasurer,  
Director and Subscriber

ARTICLE TWELVE - Initial, Principal  
and Registered Office and Agent

The street address of the initial registered office of this Corporation is:

112 West Citrus Street  
Altamonte Springs, Florida 32714-2577

These addresses are one in the same.

The name of the initial resident/registered agent of this Corporation at the immediately foregoing address is:

Gary E. Massey

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorpora-



tion under the laws of the State of Florida, this 27 day  
of February, 1997.

  
WILLIAM L. WHITWORTH

  
GREGORY JAMES WHITWORTH

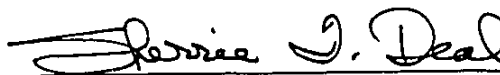
STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me personally appeared WILLIAM L. WHITWORTH and  
GREGORY JAMES WHITWORTH, to me well known and known to me to be  
the person(s) described in and who executed the foregoing  
instrument, and acknowledged to and before me that they executed  
said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 27th day of  
February, A.D., 1997.



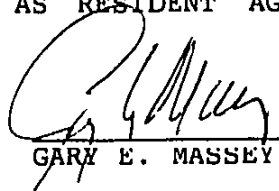
SHERRIE T DEAL  
My Commission CC303094  
Expires Aug. 18, 1997  
Bonded by HAI  
800-422-1555

  
Notary Public, State of Florida  
Sherrie T. Deal  
Typed Name of the Notary Public

My Commission expires:

Personally Known \_\_\_\_\_ or  
Type of Identification Produced: Drivers Licenses

I HEREBY ACCEPT DESIGNATION AS RESIDENT AGENT OF THE  
FOREGOING CORPORATION.

  
GARY E. MASSEY

FILED  
97 MAR -4 PH 12:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA