

**MANG LAW FIRM, P.A.**

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DOUGLAS A. MANG  
CONNIE JO PELORI  
PAUL A. SMITH  
WENDY RUSSELL TENER  
ROBERT E. WULFERT  
ALL ADMITTED IN NEW YORK

*19700051604*

(904) 222-7710  
FACSIMILE (904) 222-6019

June 6, 1997

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-06/11/97--01063--014  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Proposed Corporation: The Withers Group, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 for the following fees:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy
\$122.50	Total

From: Douglas A. Mang  
660 East Jefferson  
Tallahassee, FL 32301  
222-7710

DAM/wds

Enclosure

*[Handwritten signature]*  
*6/11*

*19700051604*

RECEIVED  
97 JUN 11 AM 11:00  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

THE WITHERS GROUP, INC.

The undersigned natural person, acting hereby as Incorporator for the purposes of forming a corporation for profit under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

THE WITHERS GROUP, INC.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business transacted by corporations in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The number of shares which the corporation is initially authorized to issue shall be 100 shares. Such shares shall be of a single class of common stock only, and shall have a par value of \$.01 per share.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office shall be 660 East Jefferson Street, Tallahassee, FL 32301, and the name of its registered agent at that address shall be Douglas A. Mang, Esq.

**ARTICLE VI. INCORPORATOR**

The name and address of the incorporator, who is a citizen of the United States, is:

Douglas A. Mang  
660 East Jefferson Street  
Tallahassee, FL 32301

**ARTICLE VII. DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pierce T. Withers	2608 Bantry Bay Drive Tallahassee, FL 32308

**ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS**

The principal place of business for the corporation shall be located at 2608 Bantry Bay Drive, Tallahassee, Leon County, Florida 32308, but the corporation may establish and maintain its principal office at such other place within the State of Florida as may be determined by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of June, 1997.

  
DOUGLAS A. MANG, Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Douglas A. Mang, known to me to be the party who subscribed to and executed the foregoing Articles of Incorporation of The Withers Group, Inc. and acknowledged that he executed the same, as his voluntary act, deed and agreement for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid on this 2 day of June, 1997.



WILLIE DAY SELF  
My Commission CC427248  
Expires Dec. 18, 1998

Willie Day Self  
Notary Public  
My Commission Expires: 12-18-98

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Withers Group, Inc.
2. The name and address of the registered agent is:

Douglas A. Mang  
660 East Jefferson  
Tallahassee, FL 32301

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.

DATE: 6/2/97

By: Douglas A. Mang

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Douglas A. Mang, known to me to be the party who subscribed to and executed the foregoing Articles of Incorporation of The Withers Group, Inc., and acknowledged that he executed the same, as his voluntary act, deed and agreement for the purposes therein expressed.

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