



Stamford
Business
Services, Inc.

P97000055065

June 19, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

EFFECTIVE DATE
6-19-97

RE: Whitney Investment Corporation, Inc.

200002218862--5
-06/20/97--01103--017
***122.50 ***122.50

Gentlemen:

I am enclosing herewith the original Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	<u>\$52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation. Any reply mail can be addressed to me at the address listed below.

Your prompt attention to this matter would be appreciated.

Sincerely,

Cynthia L. Stamford

Cynthia L. Stamford
President

Encl.

FILED
97 JUN 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 6/23/97

EFFECTIVE DATE
6-19-97

**ARTICLES OF INCORPORATION
OF
Whitney Investment Corporation, Inc.**

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is Whitney Investment Corporation, Inc.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11758 Valley Garden Dr., Jacksonville, FL 32225, and the name of the initial registered agent of this Corporation is Michael W. Oliver.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the Initial Director of this Corporation are:

Michael W. Oliver
11758 Valley Garden Dr.
Jacksonville, FL 32225

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Michael W. Oliver
11758 Valley Garden Dr.
Jacksonville, FL 32225

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

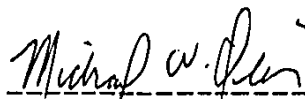
ARTICLE X - AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE XI - BY-LAWS

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of June, 1997.



Michael W. Oliver, Incorporator

**STATE OF FLORIDA
DEPARTMENT OF STATE**

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST--THAT Whitney Investment Corporation, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS 11758 Valley Garden Dr., Jacksonville, FL 32225, HAS NAMED Michael W.
Oliver, REGISTERED AGENT, LOCATED AT: 11758 Valley Garden Dr., Jacksonville, FL
32225, COUNTY OF DUVAL, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE

Michael W. Oliver
Michael W. Oliver

TITLE: Incorporator

DATE: June 19, 1997

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE,
HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF
HIS/HER DUTIES.

Michael W. Oliver
Michael W. Oliver
REGISTERED AGENT

DATE: June 19, 1997

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TALLAHASSEE, FLORIDA