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**Connie Bowers and Associates, Inc.**

*Business Synergy for the 90's*  
16938 South Dixie Highway  
Miami, FL 33157  
(305)252-3322 Fax(305)252-3341

**Incorporation Transmittal Letter**

July 25, 1997

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

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-08/07/97--01062--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

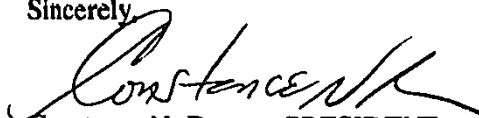
re: **Witherspoon McKinley, Inc.**

Enclosed is an original and copy of the Articles of Incorporation and a check for \$78.50 for filing fee and certificate.

Please mail to:

Constance N. Bowers, President  
**Connie Bowers and Associates, Inc.**  
16938 South Dixie Highway  
Miami, FL 33157  
(305)252-3322

Sincerely,

  
Constance N. Bowers, PRESIDENT

AUG 8

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BSB

FILED  
97 AUG -7 AM 9:34  
TALLAHASSEE, FLORIDA

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**FILED**

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SECRET  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**WITHERSPOON McKINLEY, INC.**

*The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.*

**ARTICLE I - NAME**

The name of the Corporation is **WITHERSPOON McKINLEY, INC.**

**ARTICLE II - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The name and address of the principal office of this corporation is 14660 LINCOLN BLVD., MIAMI, Florida 33176 and the mailing address is the same.

**ARTICLE IV - INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Constance N. Bowers  
16938 South Dixie Highway  
Miami, FL 33157

### ARTICLE V - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

### ARTICLE VI - POWERS OF CORPORATION

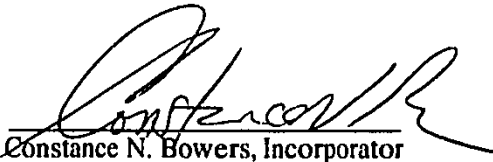
The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent of this corporation is the Consulting Firm of Constance N. Bowers, doing business as *Connie Bowers and Associates, Inc.*, located at 16938 South Dixie Highway, Miami, Florida 33157. The name and address of the registered agent of this corporation is the Consulting Firm of Constance N. Bowers doing Business as *Connie Bowers and Associates, Inc.*, 16938 South Dixie Highway, Miami, Florida 33157.

### ARTICLE VII - INCORPORATOR(S)

As the undersigned Incorporator, I have set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of JULY, 1997.

  
Constance N. Bowers, Incorporator

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

The Consulting Firm of Constance N. Bowers, doing business as *Connie Bowers and Associates, Inc.*, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0501, Florida Statutes.

The Consulting Firm of Constance N. Bowers,  
doing business as *Connie Bowers and*  
*Associates, Inc.*

By: *Constance N. Bowers*  
Constance N. Bowers, President

FILED  
JAN 17 1964  
TAMPA