

P97000081935

WILKINS, FROHLICH, JONES, HEVIA, RUSSELL & SUTTER, P.A.

ATTORNEYS AT LAW

W. CORT FROHLICH*
LOUISE HANAOKA
JESUS M. HEVIA****
MELISSA JONES**
PHILLIP J. JONES*
W. KEVIN RUSSELL
VICTOR G. SANTIAGO
BRIAN O. SUTTER***
GARY L. WILKINS

18501 MURDOCK CIRCLE, SIXTH FLOOR
PORT CHARLOTTE, FLORIDA 33948
TELEPHONE (941) 625-0700
TELECOPIER (941) 625-9540

*FL BAR BOARD CERTIFIED
CIVIL TRIAL LAWYER
**FL BAR BOARD CERTIFIED
WILLS, TRUSTS & ESTATES
***FL BAR BOARD CERTIFIED
WORKERS' COMPENSATION LAWYER
****CERTIFIED FAMILY MEDIATOR
*ALSO ADMITTED IN COLORADO

September 17, 1997

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

~~800002297618-9~~
~~****122.50 ****122.50~~
800002297618-9
-09/19/97--01010--003
****122.50 ****122.50

Re: Incorporation of Westerly Futures Corporation

Dear Sir:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$122.50 for the filing fee and certified copy fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.



W. Kevin Russell

WKR/dlr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 PM 2:24

D. BROWN SEP 22 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 PM 2:24

ARTICLES OF INCORPORATION
OF
WESTERLY FUTURES CORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is WESTERLY FUTURES CORPORATION.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 20146 Lorenzo Avenue, Port Charlotte, Florida 33952. The name of the initial registered agent at such address is KAREN BICHELER READE.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

NAME

ADDRESS

KAREN BICHELER READE

20146 Lorenzo Avenue
Port Charlotte, FL 33952

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

NAME

ADDRESS

KAREN BICHELER READE

20146 Lorenzo Avenue
Port Charlotte, FL 33952

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name and affixed her seal this 16th day of September, 1997.

Witnesses:

Lichelle O. Voets

Karen Bicheler Reade
KAREN BICHELER READE

Donna L. Lussano

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KAREN BICHELER READE to me known to be the person described as incorporator or who has produced Florida Drivers License as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 16th day of September, 1997.

NOTARY PUBLIC:



(Seal)

Donna L. Russano
Sign

Donna L. Russano
Print Name

CC607177
Commission No.

My commission expires: 12-27-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 19 PM 2:24

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

WESTERLY FUTURES CORPORATION, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 20146 Lorenzo Avenue, Port Charlotte 33952, County of Charlotte, State of Florida, has designated KAREN BICHELER READE, whose street address is 20146 Lorenzo Avenue, Port Charlotte 33952, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

WESTERLY FUTURES CORPORATION

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


KAREN BICHELER READE