

LAW OFFICES OF
LAWRENCE H. FEDER
ATTORNEY AT LAW

LAWRENCE H. FEDER
MEMBER OF:
FLORIDA AND NEW YORK BARS

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2450 HOLLYWOOD BLVD.
SUITE 401
HOLLYWOOD, FL 33020

September 28, 1997

Attorney's Title Insurance Fund, Inc.
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

Attention: Barbara

Re: WHITNEY, INC.

10000230681--3
-09/29/97--01134--013
****122.50 ****122.50

Dear Barbara:

In connection with the above styled matter enclosed herewith please find the original and one copy of the Articles of Incorporation of **WHITNEY, INC.**, together with my check in the amount of \$122.50 to cover the costs for same (including certified copy).

Additionally, I have enclosed my check for \$10.00 payable to your order for a walk-over filing.

After you have filed same, kindly furnish one copy back to the undersigned using the enclosed Federal Express address label with my account number.

If you have any questions regarding this matter, please feel free to call this office.

Sincerely yours,

Lawrence H. Feder

LHF: ar

Enclosures - as above

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WHITNEY, INC.

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

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STATE
TALLAHASSEE
FLORIDA

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ARTICLE 1. NAME OF CORPORATION

The name of the corporation is and shall be: WHITNEY, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;
- (2) _____

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at: 2450 Hollywood Blvd., Suite 401, Hollywood, Florida 33020 with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at: 2450 Hollywood Blvd., Suite 401, Hollywood, Florida 33020 and its initial registered agent at such address shall be: LAWRENCE H. FEDER

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 1 and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>LAWRENCE H. FEDER</u>	<u>2450 Hollywood Blvd., Suite 401</u>
_____	<u>Hollywood, FL 33020</u>
_____	_____

ARTICLE VI. CAPITAL STOCK

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
<u>LAWRENCE H. FEDER</u>	<u>1000</u>	<u>1.00</u>

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
<u>LAWRENCE H. FEDER</u>	<u>2450 Hollywood Blvd., Suite 401</u>
<u></u>	<u>Hollywood, Florida 33020</u>
<u></u>	<u></u>
<u></u>	<u></u>
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ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

ARTICLE XVII. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

ARTICLE XVIII. OFFICERS

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

ARTICLE XIX. DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I have hereunto set our hands and seals this 26 day of September, 1997.


LAWRENCE H. FEDER

STATE OF FLORIDA
COUNTY OF BROWARD

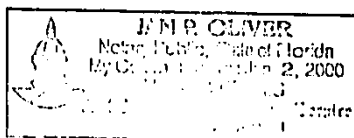
Personally appeared before me, the undersigned authority, LAWRENCE H. FEDER, to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at , Hollywood in said County and State, this 26th day of September, 1997.


NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE
MADE.**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted
in compliance with said Act.

First, that WHITNEY, INC. desiring to organize under the laws of the State of
Florida, with its principal office as indicated at Article III of the within
Articles of Incorporation, at

2450 Hollywood Blvd., Suite 401

Hollywood, Florida 33020

has named: LAWRENCE H. FEDER

located at: 2450 Hollywood Blvd., Suite 401, Hollywood, Florida 33020

as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above named
Corporation, at the place designated in this Certificate, I hereby accept to
act in this capacity and agree to comply with the provisions of said Act
relative to keeping open said office.



REGISTERED AGENT

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SEAL OF STATE
TALLAHASSEE FLORIDA