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CHARLES W. MATTHEWS, P.A.
3105 W. CYPRESS ST.
TAMPA, FLORIDA 33607

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **100002387781--3**
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 DEC 31 AM 9:13
TALLAHASSEE, FLORIDA

Examiner's Initials

Per 1/5/98

ARTICLES OF INCORPORATION
OF

W & S CONSULTING SERVICES, INC.

FILED
97 DEC 31 AM 9:13
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, Lynda Whitley, a natural person competent to contract, hereby forms a corporation, W & S CONSULTING SERVICES, INC., under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be W & S CONSULTING SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

W & S CONSULTING SERVICES, INC. may engage in or transact any or all lawful activities or businesses not prohibited under the laws of the United States, or of the State of Florida, or of any other State, country, territory or nation in which it might do business.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock of W & S CONSULTING SERVICES, INC., which may be outstanding at any one time is 100 shares of common stock, which shall have a par value of \$1.00 per share. No stockholder may sell, transfer, or pledge any stock or stock rights in W & S CONSULTING SERVICES, INC., without prior written consent of all other stockholders.

ARTICLE IV. REGISTERED OFFICE

The address of the registered and principal office of W & S CONSULTING SERVICES, INC., shall be 4804 Longwater Way, Tampa, Florida 33615.

ARTICLE V. REGISTERED AGENT

The name and address of the Registered Agent of W & S CONSULTING SERVICES, INC., is Lynda Whitley, 4804 Longwater Way, Tampa, Florida 33615.

ARTICLE VI. TERM OF EXISTENCE

W & S CONSULTING SERVICES, INC., shall exist until dissolved and may transact business upon formation.

ARTICLE VII. (SPECIAL PROVISION)

The stock of W & S CONSULTING SERVICES, INC., is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and Regulations issued thereunder. Such actions as are necessary to accomplish this compliance will be taken by the corporate officer(s).

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder of W & S CONSULTING SERVICES, INC., upon the sale of any new stock of W & S CONSULTING SERVICES, INC., where said new stock is of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her prorata share of the new stock at the same price and on the same terms as it is offered to others.

ARTICLE IX. DIRECTORS

Initially, W & S CONSULTING SERVICES, INC., shall have no Directors. The affairs of W & S CONSULTING SERVICES, INC., will be managed by the shareholders until such time as the shareholders may authorize Directors.

ARTICLE X. OFFICERS

The name and address of the person who shall hold all offices of W & S CONSULTING SERVICES, INC., until her successor is designated, is: Lynda Whitley, who shall serve as President, Vice-President, Secretary, and Treasurer.

ARTICLE XI. INITIAL STOCKHOLDERS

The initial authorized stock of W & S CONSULTING SERVICES, INC. shall all be issued to the following person in the indicated percentage, and these Articles of Incorporation shall serve as a certificate of such ownership: 100 shares (which is 100%) to Lynda Whitley, 4804 Longwater Way, Tampa FL 33615.

ARTICLE XII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation for W & S CONSULTING SERVICES, INC. is: Lynda Whitley, 4804 Longwater Way, Tampa FL 33615.

EXECUTION BY SUBSCRIBER

IN WITNESS WHEREOF, I have set my hand and seal this

24 day of December, 1997.

Lynda C. Whitley

Lynda Whitley, subscriber of

W & S CONSULTING SERVICES, INC.

ACCEPTANCE BY RESIDENT AGENT

I know and hereby accept the duties of registered agent for
W & S CONSULTING SERVICES, INC.

Lynda C. Whitley
Lynda Whitley, resident agent

STATE OF FLORIDA

HILLSBOROUGH COUNTY

SWORN TO AND SUBSCRIBED BEFORE ME this 24 day of
December, 1997, by Lynda Whitley, who signs both as
resident agent and subscriber. Lynda Whitley is either

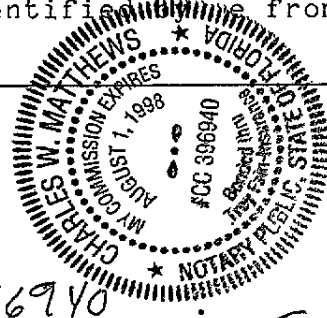
personally known to me or as identified by me from her
driver's license, number _____,

State of _____.

Charles W. Matthews
Notary Public

My commission number is: CC396940

My commission expires: 8/98



CHARLES W. MATTHEWS, P.A.
3105 W. CYPRESS ST.
TAMPA, FLORIDA 33607

This instrument prepared by: CHARLES W. MATTHEWS, ESQUIRE
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