CSE THE UNITED STATES

ACCOUNT	NO.	:	072100000032

REFERENCE: 738303 90382A

AUTHORIZATION:

COST LIMIT : \$ PPD

ORDER DATE: March 12, 1998

ORDER TIME : 10:27 AM

CORPORATION COMPANY

ORDER NO. : 738303-005

CUSTOMER NO: 90382A

CUSTOMER: Laura E. Ahlers, Legal Asst

ELLIOT S. SHAW, P.A.

Centurion Plaza, Suite 403

1601 Forum Place

West Palm Beach, FL 33401

DOMESTIC FILING

NAME:

WHITEHALL FINANCIAL & INVESTMENT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

____ PLAIN STAMPED COPY

_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

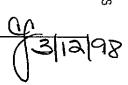
EXAMINER'S INITIALS:

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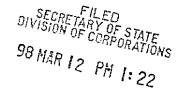
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DIVISION OF CORPORATION

SECRETARY OF STATE DIVISION OF CORPORATION



ARTICLES OF INCORPORATION



OF

WHITEHALL FINANCIAL & INVESTMENT GROUP, 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 WHITEHALL FINANCIAL & INVESTMENT GROUP, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

The purpose of the Corporation is to establish a lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 6,000 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1601 Forum Place, #403, West Palm Beach, FL 33401, and the name of the initial registered agent of this Corporation is Elliot S. Shaw. The principal office of this corporation shall be the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) directors constituting the initial Board of Directors. The number of directors may be either increased from time to time by the By-Laws. The name and address of the initial Director of this Corporation is:

NAME.

ADDRESS

Spencer Troy

15 Ridge Blvd.

Ocean Ridge, FL 33435

ARTICLE VII -INCORPORATOR

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

NAME

ADDRESS

Spencer Troy

15 Ridge Blvd.

Ocean Ridge, FL 33435

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX

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 reservation.

ARTICLE X - 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 subscribers have executed these Articles of

Incorporation this day of March, 1998	6.
	SPENCER TROY Incorporator
STATE OF FLORIDA) COUNTY OF PALM BEACH)	
forth above, personally appeared SPENCER TI	to take acknowledgments in the State and County set ROY, known to be and known by me to be the person orporation, and he acknowledged before me that he
IN WITNESS WHEREOF, I have he State and County aforesaid, this day or	ereunto set my hand and affixed my official seal in the f March, 1998.
LAURA E. AHLERS MY COMMISSION # CC 621685 EXPIRES: May 18, 2001 Bonded Thru Notary Public Underwriters	(Signature of Notary Public - State of Florida) Laura E. Ahlers (Print Commissioned Name of Notary Public) My Commission Expires: Commission No.:
	ally Known [OR Produced Identification [] f Identification Produced:

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 §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT WHITEHALL FINANCIAL & INVESTMENT GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS, GLOBAL DEVELOPMENT & INVESTMENT, LTD. HAS NAMED ELLIOT S. SHAW, REGISTERED AGENT, LOCATED AT: 1601 FORUM PLACE, #403, WEST PALM BEACH, COUNTY OF PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SPENCER TROY

TITLE:

INCORPORATOR

DATE:

MARCH 11, 1998

ON OF CORPORATIONS

ON OF CORPORATIONS

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 BELATIVE TO THE PROPER PERFORMANCE OF HIS DUTIES.

ELLIOT S. SHAW

EGISTERED AGENT

DATE: MARCH 11, 1998