

4/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

EFFECTIVE DATE

5-1-98

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FORREST N. WHEELER & ASS., INC.

AUDIT NUMBER.....H98000008057

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE

5-1-98

FORREST N. WHEELER & ASSOC., INC.

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Forrest N. Wheeler & Assoc., Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on May 1, 1998 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 317 Lake Surprise Blvd., Key Largo FL 33037.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fla Bar No: 0328227

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Forrest N. Wheeler,
317 Lake Surprise Blvd., Key Largo FL 33037.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Forrest N. Wheeler, 317
Lake Surprise Blvd., Key Largo FL 33037.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be
increased or decreased from time to time thereafter according to the bylaws of the corporation but
shall never be less than one. The name and street address of the initial director of this corporation
is Forrest N. Wheeler, 317 Lake Surprise Blvd., Key Largo FL 33037.

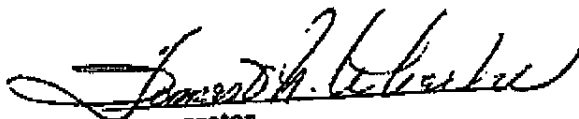
ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's
debts. The corporation shall have a first lien on the shares of its shareholders and upon the
dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with
not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of
Incorporation this 1st day of April, 19 98.



Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

Date: 4-1-98

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