

P98000060437

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 PM 1:19

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/06/98--01088--011
*****78.75 *****78.75

SUBJECT: WHS& ASSOCIATES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Zelma Slusser
Name (Printed or typed)

5290 LIGHTHOUSE Rd
Address

Orlando, FL 32808
City, State & Zip

(407) 299-9123
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

WHS & ASSOCIATES, INC.

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The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name of Business

The name of this Corporation shall be: **WHS & Associates, Inc.**

ARTICLE II - Principal Office

The principal offices of the Corporation shall be at: 5290 Lighthouse Road, Orlando, Florida 32808. However, the Board of Directors may, from time to time, move the principal office to any other address in Florida, and may authorize the opening of a branch office or offices within the United States as they may determine from time to time.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,500,000 shares of common stock having a par value of .05 cents per share.

ARTICLE IV - Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are:
Zelma Slusser, 5290 Lighthouse Road, Orlando, Florida 32808.

ARTICLE V - Directors

The number of Directors of this Corporation shall be five (5). The number of Directors may either increase or decrease from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of the Corporation. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation. The names and addresses of the initial members of the Board of Directors to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, shall be:

<u>Name</u>	<u>Address</u>
William Hayden Sparks	540 Faith Circle Maitland, Florida 32751
Zelma Slusser	5290 Lighthouse Road Orlando, Florida 32808
Anthony Paikai	5518 Shasta Drive Orlando, Florida 32810
Angela Kabool	4817 Lighthouse Circle Orlando, Florida 32808
Sheila Gehlbach	5518 Shasta Drive Orlando, Florida 32810

ARTICLE VI - Incorporator

The name and street address of the Incorporator signing these Articles of Incorporation is: Zelma Slusser, 5290 Lighthouse Road, Orlando, FL 32808

ARTICLE VII - Lost or Destroyed Certificate

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for the By-Laws of this Corporation.

ARTICLE VIII - Amendment to Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

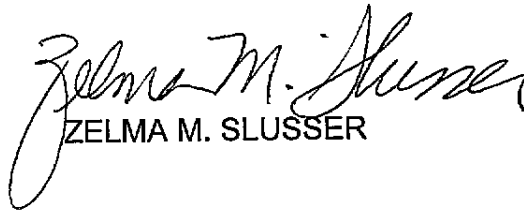
ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders and the Board of Directors of this Corporation; however, any By-Laws adopted by the Board of Directors which are inconsistent with any By-Laws adopted by the Shareholders, shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE X - Preemptive Rights

Every Shareholder, upon the sale of any additional stock of the Corporation of the same kind or class that he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done with the issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of June 1998.


ZELMA M. SLUSSER

STATE OF FLORIDA

COUNTY OF ORANGE

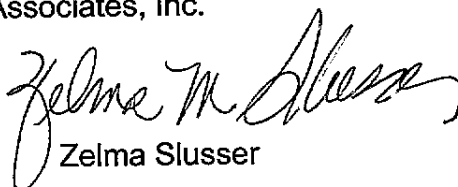
The foregoing instrument was acknowledged before me this 30 day of June 1998.


Notary Public

DINA CASELLA
Notary Public, State of Florida
My comm. expires April 27, 1999
No. CC 456166

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

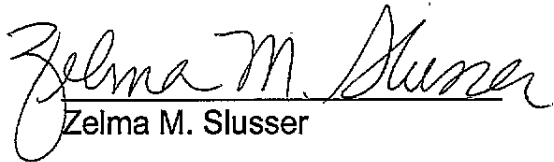
The undersigned hereby accepts the appointment to serve as the Registered Agent of WHS & Associates, Inc.


Zelma Slusser

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Addendum to Acceptance of Appointment as 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.


Zelma M. Slusser

6/30/98
Date