



July 8, 1998

P98000062569

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

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****122.50 ****122.50

Dear Sir;

Enclosed please find our check for \$122.50 for filing the attached Articles of Incorporation for Whitehall Investment Group, Inc.

Also, enclosed is a self addressed return envelope and copy of the articles to be mailed back to us after the document number is assigned.

Thank you.

Cordially,

D. Lichter by J. Mustace
Donald Lichter
Registered Agent

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98 JUL 16 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 10, 1998

DONALD LICHTER
290 COCONUT AVE.
SARASOTA, FL 34236

SUBJECT: WHITEHALL INVESTMENT GROUP, INC.
Ref. Number: W98000015679

We have received your document for WHITEHALL INVESTMENT GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 898A00036909

ARTICLES OF INCORPORATION
~~WHITEHALL GROUP INC.~~
~~Whitehall Investment Group, Inc.~~

The undersigned, acting as incorporator of ~~Whitehall~~ ^{WHITEHALL} ~~GROUP INC.~~ ^{GROUP INC.} ~~Investment Group, Inc.~~, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME; PRINCIPAL ADDRESS

~~WHITEHALL GROUP INC.~~
~~Whitehall Investment Group, Inc..~~
290 Coconut Avenue
Sarasota, Florida 34236

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the purchase, sale and development of real estate, and to engage in every aspect and phase of related businesses.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of

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common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 290 Cocoanut Avenue, Sarasota County, Sarasota, Florida 34236, and the name of the corporation's initial registered agent at that address is Don Lichter.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed in accordance with the bylaws or any written shareholders' agreement, but shall never be less than one. In the event of a conflict between the shareholders' agreements and the bylaws, the agreements shall prevail. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Neil N. Malamud	1717 Second Street, Suite A Sarasota, Florida 34236
Don Lichter	290 Cocoanut Avenue Sarasota, Florida 34236

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
W. Peyton Gause, Jr., Esq.	2201 Cantu Court, Suite 200 Sarasota, Florida 34232

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corpora-

tion, this assignment becoming effective on the date corporate existence begins.


ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

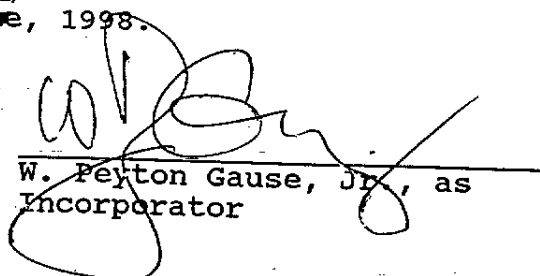
ARTICLE XI. AMENDMENTS

The corporation reserved the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president and incorporator, respectively, have executed these Articles of Incorporation this 6th day of July, 1998.



Don Lichter, as
President and Director



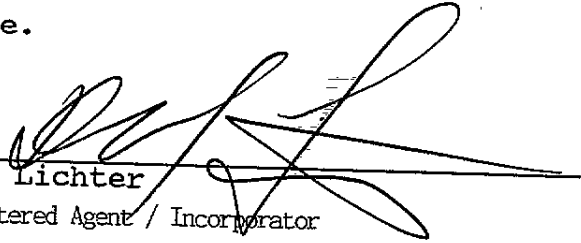
W. Peyton Gause, Jr., as
Incorporator

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ~~Whitehall Investment Group, Inc.~~ ^{WHITEHALL GROUP INC.}, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 290 Cocoanut Avenue, Sarasota County, Sarasota, Florida 34236, has named **Don Lichter**, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


Don Lichter
Registered Agent / Incorporator

whitehall.art

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