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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 992696 100198A

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 78.75

ORDER DATE : October 12, 1998

ORDER TIME : 10:43 AM

ORDER NO. : 992696-005

CUSTOMER NO: 100198A

CUSTOMER: Mitchell Fogel, Esq
MITCHELL C. FOGEL, P.A.
MITCHELL C. FOGEL, P.A.
Suite 105
2499 Glades Road
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: WHITEHALL FINANCIAL &
INVESTMENT GROUP, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

gn 10/12/98

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
WHITEHALL FINANCIAL & INVESTMENT GROUP, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be WHITEHALL FINANCIAL & INVESTMENT GROUP, INC.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 777 East Atlantic Avenue, Suite 100, Delray Beach, Florida 33483.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 2499 Glades Road, Suite 105, Boca Raton, Florida 33431. The name of the initial registered agent at that address is Mitchell C. Fogel.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of two (2) members, the names and addresses of whom are:

<u>NAME</u>	<u>ADDRESS</u>
Alan Halpert	777 East Atlantic Avenue, Suite 100 Delray Beach, Florida 33483
Troy Spencer	777 East Atlantic Avenue, Suite 100 Delray Beach, Florida 33483

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ARTICLE VIII: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

ARTICLE IX: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Mitchell C. Fogel

2499 Glades Road, Suite 105

Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 9th day of October, 1998.


Mitchell C. Fogel

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.


Mitchell C. Fogel