

99000049467

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Fulton Acquisition Corporation

~~Westbrooke, Inc~~

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*****70.00 *****70.00

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
99 MAY 28 AM 9:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: JS 5/28 8:33
Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

W-DS60

JS/28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 28, 1999

CAPITAL CONNECTION

SUBJECT: WESTBROOKE, INC.
Ref. Number: W99000012560

We have received your document for WESTBROOKE, INC. and your check(s) totaling \$70.00. 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.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 599A00029514

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Fulton Acquisition Corporation

ARTICLE I. CORPORATE NAME.

The name of this corporation is Fulton Acquisition Corporation

ARTICLE II. PRINCIPAL OFFICE.

The initial principal place of business of this corporation is 100 Colony Square, Suite 710, 1175 Peachtree Street N.E., Atlanta, Georgia 30361, and the initial mailing address of this corporation is P.O. Box 8799, Atlanta, Georgia 31106-0779.

ARTICLE III. DURATION.

The corporation is to commence its corporate existence effective for all purposes on May 25, 1999. This corporation shall exist perpetually.

ARTICLE IV. PURPOSE.

This corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes (1997), as amended, or any successor statute thereto (hereinafter, the "Act").

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 and shall consist of one class only. The par value of each share of stock issued shall be \$0.01.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent for the corporation is Grady H. Williams, Jr., and the street address of the initial registered office for the named registered agent is 1279 Kingsley Avenue, Suite 117, Orange Park, Florida 32073.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS.

Section 1. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors, consisting of one (1) person. The manner of election of the Board of Directors shall be as designated in the bylaws of this corporation.

Section 2. Initial Board. The name and address of the initial member of the board of directors is as follows:

NAME

ADDRESS

John F. McMullan

100 Colony Square, Ste. 710
Atlanta, Georgia 30361

Section 3. Corporate Officers. The board of directors shall elect the following officers: President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time.

ARTICLE VIII. AMENDMENTS.

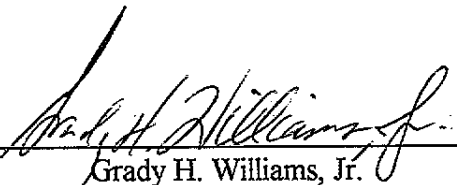
These articles of incorporation may be amended in accordance with the Act.

ARTICLE IX. INCORPORATOR.

The name and address of the person signing these articles is:

Grady H. Williams, Jr.
1279 Kingsley Avenue, Suite 117
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation to be effective for all purposes as of May 25, 1999, notwithstanding the fact that these articles may be actually filed with the Florida Department of State, Division of Corporations prior to the effective date hereof.


Grady H. Williams, Jr.
Incorporator

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

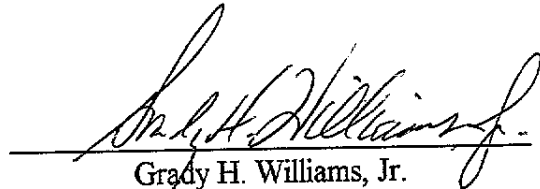
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

Fulton Acquisition Corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Fulton, State of Georgia, has named as its agent to accept service of process within this State:

Grady H. Williams, Jr.
1279 Kingsley Avenue
Suite 117
Orange Park, FL 32073

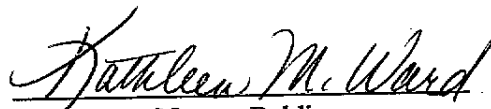
ACKNOWLEDGMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Act. 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.

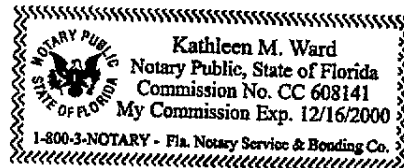

Grady H. Williams, Jr.

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 25th day of May, 1999, by Grady H. Williams, Jr., who is personally known to me.


Notary Public

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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