

P9900057455

WILLIAM T. KIRTLEY, P. A.
ATTORNEY AT LAW

TELEPHONE
(941) 952-9750
FAX
(941) 955-4027

FILED
JUN 24 PM 2:49
TALLAHASSEE, FLORIDA
2940 SOUTH MIAMI TRAIL
SARASOTA, FLORIDA 34239

June 23, 1999

000002910890--9
-06/24/99--01032--003
*****50.00 *****50.00

VIA FEDERAL EXPRESS

Corporate Records Bureau
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000002910890--9
-06/21/99--01124--010
*****78.75 *****78.75

Attention: Bobbie

Re: WHITEHALL LIMITED, INC.

Dear Bobbie:

Enclosed are the Articles of Incorporation for WHITEHALL LIMITED, INC. which have been executed by J. S. Andrews as Incorporator and Registered Agent.

Also enclosed is the Certificate of Domestication which has been executed by Gregory M. Andrews. Greg Andrews is flying back to Sarasota late this afternoon so I will wait to get his signature and will then take the package to Federal Express to be overnighted to you.

Finally, also enclosed is a check in the amount of \$50.

I believe that with the providing of these documents and the additional funds everything should be in order for the filing of the Certificate of Domestication and the Articles of Incorporation for WHITEHALL LIMITED, INC.

Thank you so much for all of your assistance with respect to this matter. I really appreciate all of your help.

Kindest regards,

Catherine J. Scott
Catherine J. Scott
Certified Legal Assistant

Enclosures

FILED
JUN 24 PM 2:50
TALLAHASSEE, FLORIDA
10/24/99

CERTIFICATE OF DOMESTICATION

The undersigned, GREGORY M. ANDREWS, VICE PRESIDENT
(Name) (Title)

of CAMBRIDGE UNIVERSAL CORPORATION a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was JULY 12, 19 88
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was COLORADO
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was CAMBRIDGE UNIVERSAL CORPORATION
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is WHITEHALL LIMITED, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
COLORADO

I am VICE PRESIDENT, of CAMBRIDGE UNIVERSAL CORPORATION

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the day of JUNE, 19 99


(Authorized Signature)

Filing Fee:
Certificate of Domestication
Articles of Incorporation and Certified Copy
Total to domesticate and file

\$50.00
\$78.75
\$128.75

FILED
99 JUN 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WHITEHALL LIMITED, INC.

ARTICLE I - Name

The name of the corporation is:

WHITEHALL LIMITED, INC.

ARTICLE II - Mailing Address

The mailing address of the corporation shall be:

290 Cocoanut Avenue
Sarasota, Florida 34236

ARTICLE III - Capital Stock

Section 1. The total number of shares of all classes of stock which the corporation shall have authority to issue is six hundred million (600,000,000) shares.

The corporation shall have authority to issue two (2) classes of stock. Five hundred million (500,000,000) shares shall be common stock having a par value of \$.10 (hereinafter referred to as "Common Stock") and one hundred million (100,000,000) shares shall be preferred stock issuable in series and having a par value of \$.10 (hereinafter referred to as "Preferred Stock").

Section 2. Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the

FILED
99 JUN 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

designation, preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

(1) After the requirements with respect to preferential dividends upon the Preferred Stock shall have been met, if such preference be established by the Board of Directors of the corporation, and after the corporation shall have complied with all requirements, if any, with respect to the setting aside of sums as a sinking fund or redemption or purchase

account for the benefit of any series of Preferred Stock, then and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount to be distributed to the holders of all series of the Preferred Stock then outstanding in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to receive all the remaining assets of the corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Each holder of Common Stock shall have one (1) vote for each share of Common Stock held by him in all matters submitted to a vote of the stockholders. Cumulative voting in the election of directors will not be allowed.

Section 3. There are 7,100,000 shares of common stock of the corporation presently outstanding, no par value, which, with the filing of these Articles of Incorporation shall be reclassified into 2,366,667 shares, \$.10 par value.

ARTICLE IV - Registered Office and Agent

The street address of the registered office of this corporation is 290 Cocoanut Avenue and the name of the registered agent of this corporation at that address is J. S. ANDREWS.

ARTICLE V - Incorporator

The name and address of the person signing these Articles is: J. S. ANDREWS, 290
Cocoanut Avenue, Sarasota, Florida 34236.

ARTICLE VI - Officers

The following persons shall be the officers of the Company:

President	Robert Ground 290 Cocoanut Avenue Sarasota, Florida 34236
Vice President, Secretary and Treasurer	Gregory M. Andrews 290 Cocoanut Avenue Sarasota, Florida 34236

ARTICLE VII - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

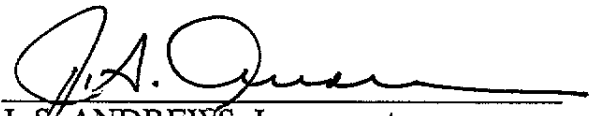
ARTICLE VIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

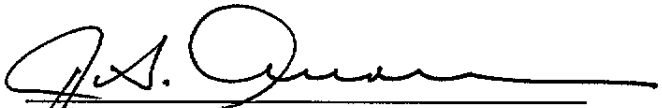
ARTICLE IX - Affiliated Transactions

The provisions of Chapter 607.0901, Florida Statutes, as amended, shall NOT apply to this corporation.

WITNESS my hand and seal at Sarasota, Florida this 23 day of June, 1999.


J. S. ANDREWS, Incorporator

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.


J. S. ANDREWS

FILED
99 JUN 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA