

Divis. APR. 15. 2004. 2:14PM

GRANT, FRIDKIN, ET AL

NO. 8786 Pg. 1 of 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
Account Number : 076402003516
Phone : (239) 514-1000
Fax Number : (239) 514-0377

FLORIDA PROFIT CORPORATION OR P.A.

SMP Whalen, Inc.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SMP WHALEN, INC.**

The undersigned Incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SMP WHALEN, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation is 7425 Pelican Bay Blvd., #901, Naples, Florida 34108.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida, 34108, and the name of the initial registered agent of this corporation at that address is Lester B. Law.

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ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is
PATRICIA K. HAWLEY, 7425 Pelican Bay Blvd., #901, Naples, Florida 34108.

The Incorporator has executed and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 15th day of April, 2004.


PATRICIA K. HAWLEY

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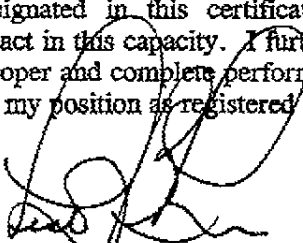
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, SMP WHALEN, INC., desiring to be organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

The name and address of the registered agent and office are:

LESTER B. LAW
c/o Grant, Fridkin, Pearson, Athan & Crown, P.A.
3331 Ridgewood Drive
Suite 501
Naples, Florida 34108

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.



LESTER B. LAW
Registered Agent

Date: 4/15/04

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