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DIVISION OF CORPORATIONS
2007 JAN -8 PM 4:55

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2006

NATALIE KAPLAN
WHISPER RESORTS, INC.
3101 CLAIRMONT RD, SUITE A
ATLANTA, FL 30329

SUBJECT: WHISPER RESORTS, INC.
Ref. Number: F06000006140

We have received your document for WHISPER RESORTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return 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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 806A00072832

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Whisper Resorts, Inc.
(Name of Corporation)

DOCUMENT NUMBER: FO6000006140

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Natalie Kaplan
(Name of Contact Person)

Whisper Resorts, Inc.
(Firm/Company)

3101 Clairmont Rd. Ste A
(Address)

Atlanta, GA 30329
(City/State and Zip Code)

For further information concerning this matter, please call:

Natalie Kaplan at (866) 944-7706
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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07 JAN -5 AM 8:00

DIVISION OF CORPORATIONS

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Georgia in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Whisper Resorts, Inc.
2. The principal office address: 3101 Clairmont Rd. Ste A
Atlanta, GA 30329
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 6/19/06 ^{in Georgia} Document number: FD6000006140
9/29/06 ^{in Florida}
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Hal Coble
10515 Front Beach Rd. T3 Unit 1001
Panama City Beach, FL 32407

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Darr McKeown
10515 Front Beach Rd. T3 Unit 1001
(P.O. Box NOT acceptable)
Panama City Beach, FL 32407

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Darr McKeown
(Signature of an officer or director)

Darr McKeown, President
(Printed or typed name and title)

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Darr McKeown
(Signature of Registered Agent)

1/3/06
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

* * * FILING FEE: \$35.00 * * *

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E045 (8/05)

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