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ROBERT B. COOK, P. A.

*Attorney and Counselor at Law*

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-02/06/01--01042--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

February 1, 2001

State of Florida  
Secretary of State  
Division of Corporations  
Tallahassee, FL 32414

Re: WHISPER OF PARIS, Inc.

Enclosed is the original of the Articles of Incorporation, along with my check in the amount of \$78.75 for the incorporation fee.

Please send the Certificate of Incorporation to this address.

Sincerely,

ROBERT B. COOK, P. A.

*Robert B. Cook*

Robert B. Cook

FILED  
01 FEB -6 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-7-01  
arc

**ARTICLES OF INCORPORATION  
OF**

**WHISPER OF PARIS, INC.**

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME AND CORPORATE ADDRESS**

The name and address of this Corporation is:

**WHISPER OF PARIS, INC.**  
11911 U. S. Highway One  
Suite 201  
North Palm Beach, FL 33408

**ARTICLE II - DURATION**

The duration of this Corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose for which this Corporation is formed is to engage any lawful business purpose allowed under the applicable provisions of Florida law.

**ARTICLE IV - AMENDMENT**

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the Directors.

**ARTICLE V - AUTHORIZED STOCK**

The Corporation is authorized to issue 7,500 shares of one dollar par value voting stock.

**ARTICLE VI - REGISTERED AGENT**

The name and office address of this Corporation's registered agent in Florida is:

Robert B. Cook, Esquire  
11911 U.S. Highway One  
Suite 201  
North Palm Beach, FL 33408

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one  
(1). The name and address of the person who is to serve as Director until the first annual meeting of the shareholders, or until his successors are elected and qualified is:

Name and Address

Robert B. Cook  
11911 U. S. Highway One  
Suite 201  
North Palm Beach, FL 33408

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

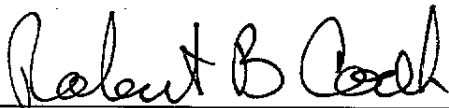
Name and Address

Robert B. Cook  
11911 U. S. Highway One  
Suite 201  
North Palm Beach, FL 33408

ARTICLE IX - BY-LAWS


The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Members at any meeting thereof. In the event of any conflict between amendments to the By-Laws by the Board of Directors versus amendments made by the Members, the amendments made by the Members shall control.

Dated: This 2<sup>nd</sup> day of February, 2001.

  
Robert B. Cook, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

2<sup>nd</sup> The foregoing Articles of Incorporation were sworn to and acknowledged before me this day of February, 2001 by Robert B. Cook, who is personally known to me.

 Notary Public, Commission No. \_\_\_\_\_



Edith Papp  
Commission # CC 737192  
Expires JUN. 6, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That **WHISPER OF PARIS, INC.**, desiring to organize under the laws of the State of Florida, designates the name and address of its registered agent to accept service of process within this State as follows:

Robert B. Cook  
11911 U.S. Highway One  
Suite 201  
North Palm Beach, FL 33408

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Corporation, at the above-stated address in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the premises open from 10:00 a.m. to noon each day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its registered agent.

BY: Robert B. Cook  
Robert B. Cook

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of February, 2001, by Robert B. Cook, who is personally known to me.

Edith Papp, Notary Public, Commission No. \_\_\_\_\_



Edith Papp  
Commission # CC 737192  
Expires JUN. 6, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
01 FEB - 6 AM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA