

TRANSMITTAL LETTER

PO10000017995

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-02/16/01--01055--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: WHALE, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation  
for the above corporation and a check in the amount of \$70.00 for  
*FILING FEE; REGISTERED AGENT.*

DAVID K. HIRSCH  
175 WEST CAMINO REAL  
BOCA RATON, FL 33432  
561-367-7371

Enclosures:

Original  
One copy  
Check

FILE: ARTICLES OF INCORPORATION: WORD

FILED  
01 FEB 16 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACKNOWLEDGMENT

Feb 2/19

5

ARTICLES OF INCORPORATION  
OF

FILED  
01 FEB 18 AM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**WHALE, INC.**

**ARTICLE I - CORPORATE NAME**

The name of the corporation shall be:

**WHALE, INC.**

**ARTICLE II - DURATION**

This Corporation shall exist perpetually commencing on the date these Articles are filed and until dissolved according to Florida law.

**ARTICLE III - PURPOSE**

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated "Common Stock"

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL  
OFFICE**

The name and street address of the initial *Registered Agent Office* and the Principal Office of the Corporation shall be:

DAVID K. HIRSCH  
175 WEST CAMINO REAL  
BOCA RATON, FL 33432

#### ARTICLE VI- INCORPORATOR

The name and street address of the Incorporator (s) of these Articles of Incorporation is/are:

**ROBERT MOGAVERO  
460 JEFFERSON DRIVE #303  
DEERFIELD BEACH, FL 33442**

#### ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the Shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this Corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders of this Corporation.

#### ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE IX- POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporations Act.

#### ARTICLE X - INDEMNIFICATION

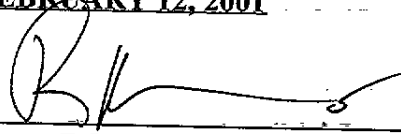
This Corporation shall indemnify any Officer of Director, or any former Officer of Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Any Amendment hereto, and any right conferred upon the Shareholders, is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE Articles of Incorporation this FEBRUARY 12, 2001

A handwritten signature in black ink, appearing to read 'R. Mogavero', is written over a horizontal line.

ROBERT MOGAVERO

OF REGISTERED AGENT  
CERTIFIED REGISTERED AGENT  
OF  
WHALE, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

*175 West Camino Real  
Boca Raton, FL 33432*

Has named: DAVID K. HIRSCH

Located at the aforesaid address, as its Registered Agent to accept services of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Laws in keeping open said office.

  
\_\_\_\_\_  
DAVID K. HIRSCH