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DAVID W. CARY

ACCOUNTANT & CONSULTANT
1325-C DEL PRADO BOULEVARD S.
CAPE CORAL FLORIDA 33990
TELEPHONE (941)-458-0777
FAX (941)-458-4767

April 16, 2001

Florida Department of State
Divisions of Corporations
P.O. Box: 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Enterprises

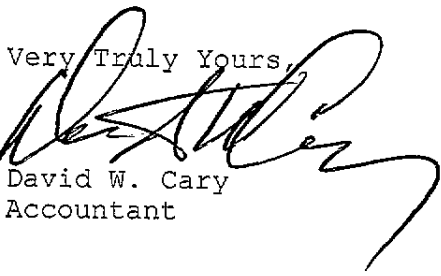
RE: Whispers, Inc.

Gentlemen or Ladies:

Enclosed please find Check 1818 in the amount of \$78.75 to
Cover the filing fees of the above Corporation.

Should you have questions, please feel free to contact me
at the above number.

Very Truly Yours,


David W. Cary
Accountant

DWC\

David Gary

GAVE

AUTHORIZATION BY PHONE TO

CORRECT CORP NAME

DATE 4-20-01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF *Enterprises*
WHISPERS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be WHISPERS, ¹*Enterprises* INC.

ARTICLE II

The general nature of the business, and the objects and purpose to be transacted and carried on, are to do any and all things herein mentioned as fully and to, viz., the corporation may engage in any activity of business permitted under the laws of business permitted under the laws of the United States and the State of Florida and shall possess all of the powers granted corporations under the provisions of Chapter 607, Florida Statutes.

ARTICLE III

The authorized capital stock of this corporation shall be 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with this corporation shall commence business shall be \$2000.00.

ARTICLE V

This corporation shall commence upon compliance with the requirements of Florida Law, and its existence shall be perpetual.

ARTICLE VI

The names and post office addresses of the subscribers to the Certificate of Incorporation are:

<u>NAME</u>	<u>ADDRESSES</u>
SEBASTIAN RANDAZZO	8856 FORDHAM STREET FT MYERS FLORIDA 33907

The subscribers are over the age of eighteen years and are residents of the State of Florida.

ARTICLE VII

The name and street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation or unit successors are elected or appointed pursuant to the By-Laws of this corporation, are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
SEBASTIAN RANDAZZO	8856 FORDHAM STREET FT MYERS FLORIDA 33907

ARTICLE VIII

The corporation shall be governed by a Board of not less than 1 nor more than 7 Directors, with exact number to be established by the By-Laws.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority of Stockholders entitled to vote thereon, unless all manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

In pursuance of Section 49.091, Florida Statutes, the following is submitted in compliance with said act: ^{enterprises} WHISPERS INC. desiring to organize under the Laws of the State of Florida, with its registered office at 11159 TAMiami TR. PUNTA GORDA FLORIDA 33955 as its agent to accept service of process within this State, his/her name is SEBASTIAN RANDAZZO The principal place of business is 11159 TAMiami TRAIL PUNTA GORDA FLORIDA 33955.

ARTICLE XI

No director or officer shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as director or officer, except with respect to:

- (1) A breach of the director's duty of loyalty at the corporation or its stockholders, derived and improper personal benefits.
- (2) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- (3) Liability under Section 607.144 of the Florida General Corporation Law, or
- (4) A transaction from which the director or officer derived an improper personal Benefit. The corporation shall indemnify to the fullest extent permitted by Section 607.014 of the Florida General Corporation Act, as amended from time to time, each person that such Section grants the corporation the power to indemnify.

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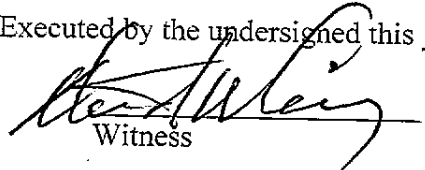
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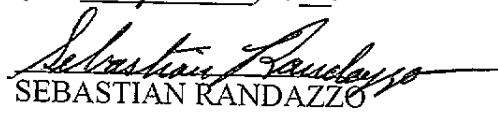
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII By-Laws

The by laws shall be adopted at the initial stockholders meeting of the Corporation and said by laws may be changed by majority if shares at any annual shares at any annual or special meeting of the shareholders.

Executed by the undersigned this 14 day of APRIL, 2001


Witness


SEBASTIAN RANDAZZO

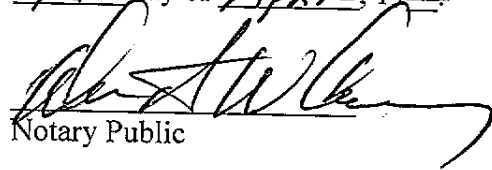
STATE OF FLORIDA)
LEE COUNTY)

Before me, the undersigned authority, personally appeared SEBASTIAN RANDAZZO to

me well known to and known to me to be the person who first being duly sworn by me, deposes and acknowledged before me that he executed the foregoing Articles of Incorporation . DL# _____

SWORN AND TO SUBSCRIBE before me this 14 day of APRIL, 2001

My commission expires: David W Cary
 My Commission CC898472
Expires December 28, 2003


Notary Public

Acceptance by Registered Agent, the Undersigned being the person named as the initial registered agent of Enterprises WHISPERS INC. by accepts such designation and agrees to serve, his/her address is 11159 TAMIAMI TRAIL, PUNTA GORDA FLORIDA 33955. AND His/Her name is Sebastian Randazzo.

Dated this _____ day of _____, 19____. 