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REFERENCE : 631777 7111253

AUTHORIZATION :

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ORDER DATE : June 20, 2002

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ORDER NO. : 631777-005

CUSTOMER NO: 7111253

CUSTOMER: Sylvia E. Heldreth, Esq
Sylvia E. Heldreth, Esq
804 S. E. 47th Terrace
Cape Coral, FL 33904

DOMESTIC FILING

NAME: WIPF HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF REVENUE

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**ARTICLES OF INCORPORATION
OF
WIPF HOLDINGS, INC., a Florida corporation**

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be WIPF HOLDINGS, INC., a Florida corporation.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of \$5.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

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Article V

The mailing address and the principal place for the transaction of its business shall be 3663 Lake Street, Fort Myers in the State of Florida 33901. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Vaughn Wipf
3663 Lake Street
Fort Myers, FL 33901

Emily Wipf
3663 Lake Street
Fort Myers, FL 33901

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

Emily Wipf, President	Vaughn Wipf, Vice President
Secretary and Treasurer	3663 Lake Street
3663 Lake Street	Fort Myers, FL 33901
Fort Myers, FL 33901	

Article IX

The name and post office address of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

Vaughn Wipf and Emily Wipf, husband and wife
3663 Lake Street
Fort Myers, FL 33901
100 Shares

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 3663 Lake Street, Fort Myers, Florida 33901 and the name of the initial registered agent of this corporation at that address is Vaughn Wipf.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

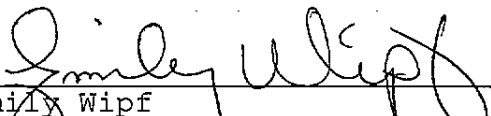
Article XV

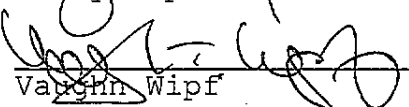
Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall insure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and

severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, FL, this 18 day of June, 2002.


Emily Wipf (Seal)



Vaughn Wipf (Seal)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 18 day of June, 2002 by Vaughn Wipf and Emily Wipf, who is personally known to me or who has produced driver license as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.



Sylvia E Heldreth
My Commission CC889442
Expires January 02, 2004


Print Name: SYLVIA HELDRETH
Notary Public
(SEAL)

My Commission Expires:

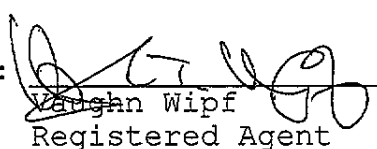
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First that Wipf Holdings, Inc., a Florida corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Fort Myers, County of Lee, State of Florida, has named Vaughn Wipf, located at 3663 Lake Street, Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


Vaughn Wipf
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA