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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 7, 2002

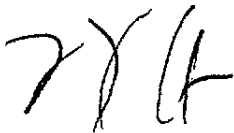
Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Whispering Bells Art Glass, Inc.

Ladies & Gentlemen:

Please find enclosed Articles of Incorporation for the above corporation (in duplicate) for filing. My check payable to your division is enclosed in the sum of \$78.75 in payment of the filing fees. Please return a certified copy of the Articles to this office at the above mailing address.

Sincerely,

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

Thomas D. Wright

TDW/da
Enclosures

**ARTICLES OF INCORPORATION
OF
WHISPERING BELLS ART GLASS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this corporation shall be **WHISPERING BELLS ART GLASS, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner terminated in accordance with law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V - PRINCIPAL PLACE OF BUSINESS
INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and general office of this corporation will be 6 Sand Dune Drive, New Smyrna Beach, Volusia County, Florida, but it may maintain offices and transact business at such other places, either within or outside the State of Florida, as the

Board of Directors may from time to time provide by resolution. The name of the initial registered agent of this corporation is THERESA Y. WEIR, whose street address is 6 Sand Dune Drive, New Smyrna Beach, Florida 32169.

ARTICLE VI - INITIAL DIRECTOR

This corporation shall have one director initially. The numbers of directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director is:

THERESA Y. WEIR
6 Sand Dune Drive
New Smyrna Beach, Florida 32169

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

THERESA Y. WEIR
6 Sand Dune Drive
New Smyrna Beach, Florida 32169

ARTICLE VIII - POWERS

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

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation on this 6th day of November, 2002.

Barbara Y. Loulache
Witness

Theresa Y. Weir
THERESA Y. WEIR
Incorporator

Donna J. Cuss
Witness

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared THERESA Y. WEIR, to me personally known to be the person described above and he acknowledged before me that he executed the foregoing for the purposes therein expressed not under oath.

Witness my hand and official seal in the County and State last aforesaid this 6th day of November, 2002.

Barbara Y. Loulache
Notary Public



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

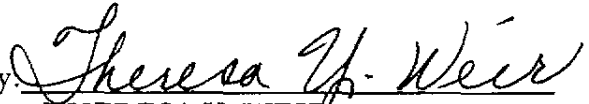
Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

That **WHISPERING BELLS ART GLASS, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation, in the City of New Smyrna Beach, County of Volusia, State of Florida, has named THERESA Y. WEIR, whose street address is 6 Sand Dune Drive, New Smyrna Beach, Florida 32169, as its agent to accept service of process within this State.

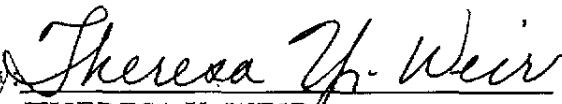
Having been named to accept service of process for the above-named corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open of said office.

DATED this 6 day of November, 2002.

Accepted By:


THERESA Y. WEIR
Resident Agent

Accepted By:


THERESA Y. WEIR
Incorporator

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02 NOV 13 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA