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To:

Division of Corporations
Fax Number : (850) 205-0382

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

Whaley Gateway Corporation, Inc.

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ARTICLES OF INCORPORATION

OF

Whaley Gateway Corporation, Inc.

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is Whaley Gateway Corporation, Inc.

Article II - Principal Office and Mailing Address

The address of the principal office of the corporation is 5019 North Lagoon Drive, Panama City Beach, FL 32408 and the mailing address is the same.

Article III - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article V - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock, each share having the par value of \$1.00.

Article VI - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 438 North Cove Blvd., Panama City, FL 32401 and the name of the initial registered agent of this corporation at that address is H. Cranston Pope.

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Article VII - Board of Directors

This corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

William Whaley	5019 North Lagoon Drive Panama City Beach, FL 32408
Margaret Morejon	7901 North Lagoon Drive Panama City Beach, FL 32408

Article VIII - Preemptive Rights


The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article IX - Incorporators

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

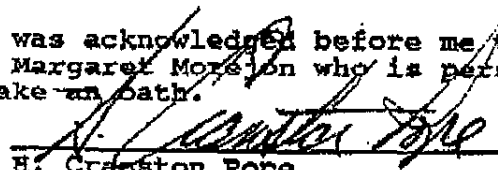
Margaret Morejon	7901 North Lagoon Drive Panama City Beach, FL 32408
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IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of December, 2002.

 (Seal)
Margaret Morejon

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 6th day of December, 2002, by Margaret Morejon who is personally known to me and who did not take an oath.


H. Cranston Pope
Notary Public
My commission expires: 2/24/05

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H. CRANSTON POPE
Notary Public - State of Florida
My Commission Expires Feb. 24, 2005
Commission No. CC990285

CAPITAL CONNECTION

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ACCEPTANCE OF REGISTERED AGENT

I, H. Cranston Pope, having been appointed to act as registered agent for Whaley Gateway Corporation, Inc., in its registered office located at 438 North Cove Blvd., Panama City, FL 32401, hereby accept such appointment and agree to serve as registered agent in the Corporation's registered office.


H. Cranston Pope

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 6th day of December, 2002, by H. Cranston Pope who is personally known to me and who did not take an oath.


Name: _____
Notary Public
My commission expires: 10/9/06



Lu Anne Jones
My Commission DD150596
Expires October 09, 2006

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