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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

whip-lash holdings inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

WHIP-LASH HOLDINGS INC.

THE UNDERSIGNED, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation

ARTICLE I

The name of the Corporation shall be:

**WHIP-LASH HOLDINGS INC.**

ARTICLE II

This corporation shall have perpetual existence, and its corporate existence shall commence at the time of the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

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

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED (100) SHARES with a par value of FIVE AND NO/100 (\$5.00) DOLLARS each share.

MARCO DE LA CAL, ESQUIRE  
Florida Bar No. 314587  
899 Ponce de Leon Boulevard  
Suite 720  
Coral Gables, FL 33134  
Ph: (305) 444-3600

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TALLAHASSEE, FLORIDA

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**ARTICLE V**

The street address of this corporation's initial registered office is:

**8030 N.W. 159<sup>th</sup> Terrace  
Miami, Florida 33016**

and the name of its initial Registered Agent at such address is:

**VICTOR CABANAS**

**ARTICLE VI**

The number of directors constituting the initial Board of Directors and Officers shall be one (1) and the name and address of the person who is to serve as member thereof are as follows:

**VICTOR CABANAS: President/Secretary/Treasurer  
8030 N.W. 159<sup>th</sup> Terrace  
Miami, Florida 33016**

**ARTICLE VII**

The principal office and/or mailing address of the Corporation are as follows:

**8030 N.W. 159<sup>th</sup> Terrace  
Miami, Florida 33016**

**ARTICLE VIII**

The name and address of this corporation's incorporator are as follows:

**VICTOR CABANAS  
8030 N.W. 159<sup>th</sup> Terrace  
Miami, Florida 33016**

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

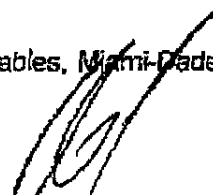
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 7<sup>th</sup> day of July, 2005.

  
\_\_\_\_\_  
VICTOR CABANAS

STATE OF FLORIDA     )  
                                  ) S.S.  
COUNTY OF MIAMI-DADE)

WE HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **VICTOR CABANAS**, well known to be the person described in the foregoing Articles of Incorporation of **WHIP-LASH HOLDINGS INC.**, and executed the same freely and voluntarily for the purposes therein expressed.

WITNESS our hands and official seals in Coral Gables, Miami-Dade County, Florida, on this 7<sup>th</sup> day of July, 2005.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



Marco de la Col  
MY COMMISSION # D0203927 EXPIRES  
July 1, 2007  
BONDED THROUGH FARM INSURANCE, INC.

**RESIDENT AGENT CERTIFICATE**

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

That **WHIP-LASH HOLDINGS INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Miami-Dade County, Florida, has named **VICTOR CABANAS**, at 8030 N.W. 159<sup>th</sup> Terrace, Miami, Florida

TOTAL P.05

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33016, as its agent to accept service of process within this state.

  
VICTOR CABANAS

**ACKNOWLEDGEMENT**

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

  
VICTOR CABANAS

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