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LOUIS SCOURTAS & ASSOCIATES
617 CLEVELAND STREET-SUITE 22
CLEARWATER, FLORIDA 34615

813- 443-0709

December 28, 1994

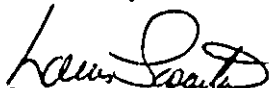
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Please find enclosed the Articles of Incorporation for Whalesong, Inc.
and our check for \$122.50 covering the filing fees.

Please mail to us the Certified Copy of the Articles of Incorporation
and the Certificate of Incorporation to our office for further
processing with our client.

If you have any questions, please call me.

Sincerely,


Louis Scourtas

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
WHALESONG, INC.**

ARTICLE I. CORPORATE NAME

The name of this Corporation is Whalesong, Inc.

ARTICLE II. CORPORATE PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporations principal office and mailing address 242 Garden Circle South, Dunedin, Florida 34698.

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

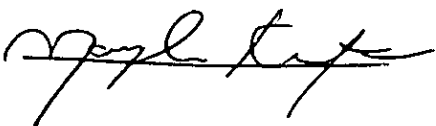
The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock without par value.

ARTICLE V. TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon these articles.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE
AND ACCEPTANCE BY THE REGISTERED AGENT**

The Registered Agent and the street address for the Initial Registered office of this Corporation in the State of Florida shall be: Mary Louise Krentzman at, 242 Garden Circle South, Dunedin, Florida 34698. Directors from time to time may move the Registered Office to any other address in the State of Florida. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII. BOARD OF DIRECTOR(S)

This Corporation shall have one Director(s) initially. The number of Directors may be increased or decreased from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLES VIII. INITIAL DIRECTOR(S)

The name(s) of the initial director(s) of this Corporation and their street address is: Mary Louise Krentzman at, 242 Garden Circle South, Dunedin, Florida 34698. The person(s) named initial director(s) shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Mary Louise Krentzman at, 242 Garden Circle South, Dunedin, Florida 34698.

ARTICLE X. AMENDMENT

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 stockholders' meeting by the least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation by made.

ARTICLE XI. PRE-EMPTIVE RIGHTS

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

ARTICLE XII. INDEMNIFICATION

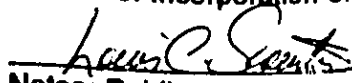
This Corporation shall indemnify any officer or director or any former officer or director, to full extent permitted by law.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 28th day of December, 1994.


Incorporator

STATE OF FLORIDA :
COUNTY OF PINELLAS:

BEFORE ME, a Notary Public, personally appeared Mary Louise Krentzman, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation on the 28th Day of December, 1994.


Notary Public
My Commission Expires:

Notary Public
State of Florida at Large
My Commission Expires:
May 19, 1995

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NOTARY OF STATE
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