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LIVINGSTON, PATTERSON, STRICKLAND & WEINER, P.A.

ATTORNEYS AT LAW

40 NORTH WASHINGTON BOULEVARD, SUITE 1

SARASOTA, FLORIDA 34238

CHARLES M. LIVINGSTON
JOHN PATTERSON
JOHN M. STRICKLAND
NEVIN A. WEINER
VICKIE L. BRESLER
REX A. ROTEN

TELEPHONE
(813) 365-0550
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(813) 366-0820

April 10, 1995

Secretary of State
Division of Corporations
New Filings
P.O. Box 6327
Tallahassee, FL 32314

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-04/13/95--01070--011
444122.50 444122.50

Re: WHISPERING PALMS REAL ESTATE, INC.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

\$ 35.00 - Filing Fee
52.50 - One Certified Copy
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

55 APR 13 PM 2:05

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ARTICLES OF INCORPORATION OF
WHISPERING PALMS REAL ESTATE, INC.

Article I - Name

The name of this corporation is Whispering Palms Real Estate, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 N. Washington Blvd., #1, Sarasota FL 34236.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 North Washington Blvd., #1, Sarasota FL 34236 and the name of the initial registered agent of this corporation at that address is John Patterson.

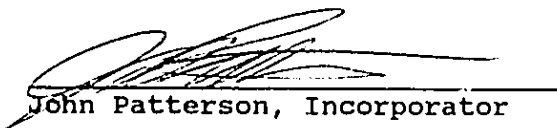
Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is John Patterson, 46 North Washington Blvd., #1, Sarasota FL 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is John Patterson, 46 North Washington Blvd., #1, Sarasota FL 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of April, 1995.


John Patterson, Incorporator

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 North Washington Boulevard, #1, Sarasota FL 34236, having been appointed by the directors of WHISPERING PALMS REAL ESTATE, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 North Washington Boulevard, Suite 1, Sarasota FL 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.


JOHN PATTERSON

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DEPT OF STATE
CORPORATIONS

P.95000030350

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ATTORNEYS AT LAW

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May 18, 1995

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*****35.00 *****35.00

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

Re: Whispering Palms Real Estate, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment for the subject corporation changing its corporate name from Whispering Palms Real Estate, Inc. to Whispering Palms, Inc. Once the document has been processed, please return a file-marked copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley

April A. Haley
Corporate Legal Assistant

FILED
95 MAY 23 AM 10:40
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WHISPERING PALMS REAL ESTATE, INC.**

Pursuant to the provisions of Section 607.1001, of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Whispering Palms Real Estate, Inc.

2. The following amendment to the Articles of Incorporation was adopted by all of the directors and shareholders of the corporation on April 20, 1995, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

Article I is amended to read as follows:

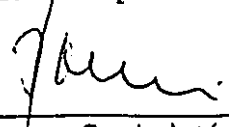
Article I - Name

The name of the corporation is Whispering Palms, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation at Sarasota, Florida this 26 day of April, 1995.

WHISPERING PALMS REAL ESTATE,
INC., a Florida corporation

By: _____


Hans-Hermann Gustav ~~Bottcher~~ Bottcher
Its President

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