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ROBERT E. STONE

115 SOUTH SECOND STREET
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25 JAN -9
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 19, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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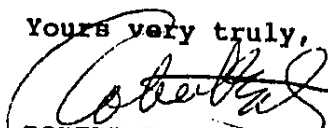
Re: A WHALE OF A TALE

Gentlemen:

We are enclosing the original and copy of the Articles of Incorporation for A Whale of a Tale, together with our check in the amount of \$122.50 for processing.

Please return a certified copy of the Articles of Incorporation in the envelope provided.

Yours very truly,



ROBERT E. STONE

RES/rmf
Encl.

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WFS - 100

1/3/96





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1996

ROBERT E. STONE
115 SO. SECOND STREET
FORT PIERCE, FL 34950

SUBJECT: A WHALE OF A TALE
Ref. Number: W9600000120

We have received your document for A WHALE OF A TALE and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckloy
Corporate Specialist

Letter Number: 896A00000195

ARTICLES OF INCORPORATION

OF

A WHALE OF A TALE, INC.

RECEIVED
JAN 11 1959
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation are natural persons competent to contract and form a corporation under the laws of the State of Florida and do certify that they have become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is A WHALE OF A TALE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock with a nominal or par of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Indian River, 1610 3rd Court, Vero Beach, Florida 32960. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholder or until the successor or successors are elected and shall qualify is:

**ELIZABETH M. CASANO
1610 3rd Court
Vero Beach, Florida 32960**

**CALLIE COREY
2912 Ocean Drive
Vero Beach, Florida 32963**

ARTICLE VIII

The names and addresses of the Incorporators signing these Articles of Incorporation are:

**ELIZABETH M. CASANO
1610 3rd Court
Vero Beach, Florida 32960**

CALLIE COREY
2912 Ocean Drive
Vero Beach, Florida 32963

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 stockholders' meeting by a majority of the stockholders entitled to vote thereon, 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 be made.

ARTICLE X

The registered agent of this corporation shall be ELIZABETH M. CASANO, and the address of the registered office of this corporation shall be 1610 3rd Court, Vero Beach, Florida 32960.


ELIZABETH M. CASANO


CALLIE COREY

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

BEFORE ME, personally appeared ELIZABETH M. CASANO and CALLIE COREY, who being first duly sworn and known to me to be the persons who are named as the Incorporators of the foregoing Articles of Incorporation, and they acknowledged before me that

they executed the same.

WITNESS my hand and official seal in the county and state
last aforesaid on this 18th day of December, 1995.


Notary Public

My commission expires



CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said act: A WHALE OF A TALE
desiring to form under the laws of the State of Florida, and who's
principal office, as indicated in the Articles of Incorporation in
the City of Fort Pierce, County of Indian River, State of Florida,
has named ELIZABETH M. CASANO, 1610 3rd Court, Vero Beach, Florida
32960, as its agent 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.


ELIZABETH M. CASANO
Registered Agent