



P96000037695
CorpAmerica, Inc.

1050 S. State Street • Dover, Delaware 19901 • (302) 736-5510 • Fax: (302) 736-5620
Toll Free (U.S. only): (800) 622-6414 • Internet: <http://www.corpamerica.com>

April 26, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

800001815668
-05/09/96--01107--015
*****70.00 *****70.00

Re: WHIPPOORWILL PROPERTIES, INC.

Dear Corporations:

Please file the enclosed original and one copy of the Certificate of Incorporation for the above corporation. Also enclosed is our check for \$70 to cover the required fees.

Please return the filed document to:

CorpAmerica, Inc.
P.O. Box 811
Dover, DE 19903-0811

Thank you very much.

Sincerely,

Barbara O. Frebert
Corporate Services Manager

BOF:wp

Enclosures

Dmc
5/1/96

FILED
95 APR 29 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WHIPPOORWILL PROPERTIES, INC.**

FILED
96 APR 29 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

WHIPPOORWILL PROPERTIES, INC.

The principal place of business of this corporation shall be:

1525 S. Andrews Avenue, Suite 216, Fort Lauderdale, FL 33316

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, including but not limited to the operation of a retail store.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares at a Par Value of \$1.00 per share for a total authorized capital of One Thousand Dollars (\$1,000.00).

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

CorpAmerica, Inc.
1525 S. Andrews Avenue., Suite 216
Fort Lauderdale, FL 33316

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to this articles of Incorporation is:

Barbara O. Frebert
CorpAmerica, Inc.
1050 S. State Street
Dover, Delaware 19901

N WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 1996.

Barbara O. Frebert
Signature of Incorporator

State of Delaware

ss

County of Kent

THE FOREGOING instrument was acknowledged and sworn to before me this 4th day of April, 1996, by Barbara O. Frebert, Incorporator of WHIPPOORWILL PROPERTIES, INC.

ssnl

Malcolm K. McKown
Notary Public
My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: WHIPPOORWILL PROPERTIES, INC.
2. The name and address of the registered agent and office is:

CorpAmerica, Inc.
1525 S. Andrews Avenue
Fort Lauderdale, FL 33316

SIGNATURE: Barbara O. Frebert
Barbara O. Frebert, Assistant Secretary

TITLE: Incorporator

DATE: April 26, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Malcolm K. McKown
CorpAmerica, Inc., by Malcolm K. McKown,
Vice President