

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Whitehill Farms Corp

	O.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s _____ Copies _____		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs. _____		

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 9/19/96

TIME 9:00

BY CD CK No. _____

WALK-IN
Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., #1
TALLAHASSEE, FL 32301

SUBJECT: WHITEHILL FARMS CORP.
Ref. Number: W98000019749

We have received your document for **WHITEHILL FARMS CORP.** 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 registered agent must sign accepting the designation.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 396A00043328

**ARTICLES OF INCORPORATION
OF
WHITEHILL FARMS CORP.**

**FILED
96 SEP 20 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be WHITEHILL FARMS CORP.

ARTICLE II

The corporation shall have perpetual existence commencing on the date of filing by the Department of State.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized. It shall have every corporate power granted by the Florida Legislature.

ARTICLE IV

This corporation is authorized to issue 100 shares of One (\$1.00) Dollar par value common stock which shall be designated "common shares". Unless otherwise stated in these articles, or any amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial registered office of this corporation is 996A Laguna Drive, Venice, Florida 34285, and the initial registered agent is JOHN W.

PARENTE. The principal business address of the corporation is 996A Laguna Drive, Venice, Florida 34285.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation are:

John W. Parente
996A Laguna Drive
Venice, Florida 34285

ARTICLE VIII

At election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE IX

the shareholders of this corporation shall not be entitled to remove any director from office during his term except for cause.

ARTICLE X

The name and address of the person signing these Articles of Incorporation are:

John W. Parente
996A Laguna Drive
Venice, Florida 34285

ARTICLE XI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

These Articles of Incorporation may be amended. Each amendment shall be approved by the Board of directors and proposed to them by the stockholders and approved by them at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, or all of the stockholders may evidence their written approval, in that an instrument thereunder may be made.

ARTICLE XIII

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

ARTICLE XIV

The officers of this corporation shall be a president, one or more vice presidents, a secretary and a treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such term, and have each such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XV

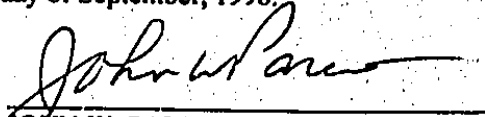
The name and address of the initial officer of this corporation are:

John W. Parente
996A Laguna Drive
Venice, Florida 34285
President, Vice President, Secretary & Treasurer

ARTICLE XVI

The corporation shall indemnify and officer of director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of September, 1996.



JOHN W. PARENTE

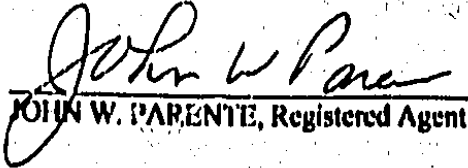
CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned corporation, organized under the law 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 WHITEHILL FARMS CORP.

2. The name and street address of the registered agent and office is JOHN W. PARENTE, 996A Laguna Drive, Venice, Florida 34285

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.


JOHN W. PARENTE, Registered Agent

FILED
96 SEP 20 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA