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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: WHALEY MANUFACTURING, INC.

AUDIT NUMBER.....H96000016949

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION
WHALEY MANUFACTURING, INC.****ARTICLE I. CORPORATE NAME.**

The name of this corporation is Whaley Manufacturing, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are:

378 Ahern Street
Atlantic Beach, Florida 32233

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$10.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is:

George Katsaros
378 Ahern Street
Atlantic Beach, Florida 32233

ARTICLE V. INCORPORATORS.

The names and street addresses of the incorporators of these articles of incorporation are:

Gray Whaley
378 Ahern Street
Atlantic Beach, Florida 32233

and

George Katsaros
378 Ahern Street
Atlantic Beach, Florida 32233

The undersigned have executed these articles of incorporation on this 25th day of November, 1996.

Gray Whaley
Gray Whaley
President

George Katsaros
George Katsaros
Vice President/Secretary / Treasurer

PREPARED BY:
ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-358-2571

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Articles of Incorporation
Whaley Manufacturing, Inc.
Page 2

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation, Whaley Manufacturing, Inc., was acknowledged before me this 28th day of November, 1996, by Gray Whaley, who is personally known to me, who is one of the incorporators in, and who executed the foregoing.

Marsha P. Proctor
Notary Public, State of Florida
Print name: MARSHA P. PROCTOR
Commission No. 00481643
My commission expires Jul 18, 1999
My commission expires by HA
800-422-1800

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation, Whaley Manufacturing, Inc., was acknowledged before me this 28th day of November, 1996, by George Katsaros, who is personally known to me, who is one of the incorporators in, and who executed the foregoing.

Marsha P. Proctor
Notary Public, State of Florida
Print name: MARSHA P. PROCTOR
Commission No. 00481643
My commission expires Jul 18, 1999
My commission expires by HA
800-422-1800

Prepared by:
Marsha P. Proctor, Esquire
Fla. Bar No.: 009377
P.O. Box 51499
Jacksonville Beach, FL 32240
(904) 270-1201

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**DESIGNATION OF REGISTERED AGENT
FOR A FLORIDA CORPORATION**

Pursuant to the provisions of F.S. 607.0501, Whaley Manufacturing, Inc., 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 Whaley Manufacturing, Inc.
2. The name of the registered agent is George Katsaros.
3. The address of the registered agent is:

378 Ahern Street
Atlantic Beach, Florida 32233

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

25 November 1996
Date

George Katsaros
George Katsaros

Prepared by:
Marsha P. Proctor, Esquire
Fla. Bar No.: 008377
P.O. Box 51499
Jacksonville Beach, FL 32240
(804) 270-1201

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