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TAMPA ACCOUNTING & TAX SERVICE

**6914 E. Fowler Ave - Suite G
Tampa, FL 33617
(813) 899 - 0606**

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

000002128250--4
-03/31/97--01055--001
*****78.75 *****78.75

SUBJECT: Whalen², Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and
a check for \$ 78.75.

**FROM: Tampa Accounting & Tax Service
6914 E. Fowler Ave - Suite G
Tampa, FL 33617
(813) 899 - 0606**

Please return all documentation to the undersigned. Thank you.

Tampa Accounting & Tax Service

APPROVED
AND
FILED
97 MAR 31 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 4/1

ARTICLES OF INCORPORATION

The undersigned incorporator, being a natural person competent to contract for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The Corporate name is: **Whalen², Inc.**

ARTICLE II

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

This Corporation is authorized to issue 100,000 shares of no par value, common stock. The rights attendant to all such shares, once issued, shall be identical in all respects. The shares of this Corporation are not to be divided into classes. This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE VI

The initial street address and mailing address of the principal place of the Corporation is: 3813 Southview Drive, Brandon, FL 33511. The initial address in Florida of the initial Registered office of this Corporation is: 3813 Southview Drive, Brandon, FL 33511; and the name of the initial registered agent of this Corporation at that address is: David G. Whalen.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of seven directors. the number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The initial Board of Directors shall consist of one Director, who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, and whose name and address is: David G. Whalen 3813 Southview Drive, Brandon, FL 33511.

ARTICLE VIII

The President shall be David G. Whalen.

ARTICLE IX

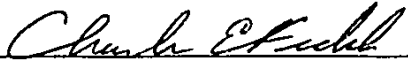
The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE X

The name and address of the Incorporator is:

Charles Fedak 6914 E. Fowler Ave. Suite G Tampa, FL 33617
(813) 899 - 0606

IN WITNESS WHEREOF; I have subscribed my name this 27 th day of
March, 1997.


Incorporator

CERTIFICATE OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The Name of the Corporation is: **Whalen², Inc.**

The name and address of the Registered Agent and Office is:

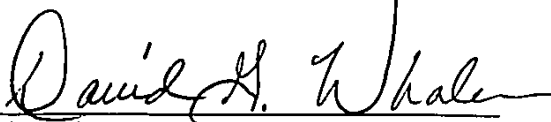
David G. Whalen

3813 Southview Drive, Brandon, FL 33511

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in the 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.

DATED: This 27 day of March, 1997.



Registered Agent