

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 30 AM 9:23

EFFECTIVE DATE
5-28-97

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May 22, 1997

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

RE: Whipper Snippers, Inc.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for the above named corporation.

Also enclosed is a check in the amount of \$131.50 representing the charter tax, filing fee, registered agent fee and a certified copy of the Articles.

Please file these Articles as soon as possible, noting the provision under Article II that the corporation's existence shall commence on the date of execution of the Articles.

Upon approval, please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

Joseph Gullo
Enc.

RP
6-3-97

ARTICLES OF INCORPORATION

OF

WHIPPER SNAPPERS, INC.

FILED
CLERK OF STATE
CORPORATIONS

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ARTICLE I - NAME

The name of this corporation is Whipper Snippers, Inc., and its principal place of business is 1847 N.E. 211 Lane, No. Miami Beach, FL 33179.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution . of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this 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 fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1847 N.E. 211 Lane, No. Miami Beach, FL 33179, and the initial registered agent at this address is Joseph Gullo.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are as follows:

Joseph Gullo, President, 1847 N.E. 211 Lane, No. Miami Beach, FL 33179.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

Joseph Gullo, 1847 N.E. 211 Lane, No. Miami Beach, FL 33179.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

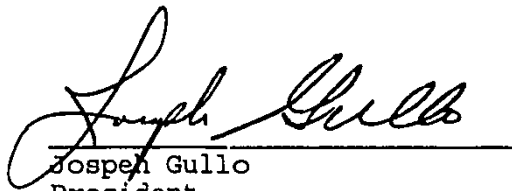
This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders

and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

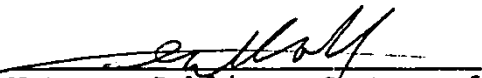
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28 day of MAY, 1997.


Joseph Gullo
President

STATE OF FLORIDA)

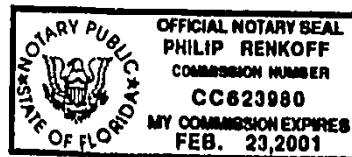
COUNTY OF Dade)

The foregoing instrument was acknowledged before me this 28 day of MAY, 1997, by Joseph Gullo, who is personally known to me or has produced FLORIDA D.L. as identification and who did/did not take an oath.


Notary Public, State of
Florida

PHILIP RENKOFF
Print, type or stamp name

Comm. Exp. Serial
No.



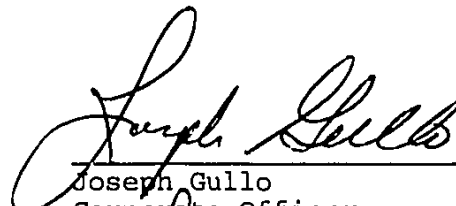
FILED
CLERK OF DISTRICT COURT
MAY 30 1997

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

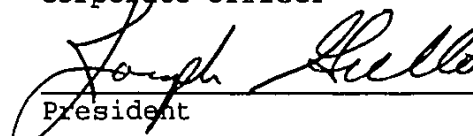
97 MAY 30 AM 9:23

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That Whipper Snippers, Inc., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 1847 N.E. 211 Lane, in the City of No. Miami Beach, County of Dade, State of Florida, has named Joseph Gullo, located at 1847 N.E. 211 Lane, City of No. Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within the State of Florida.



Joseph Gullo
Corporate Officer

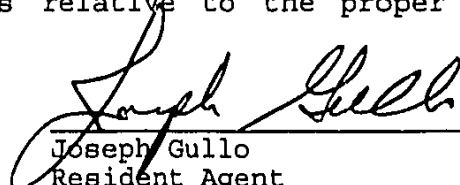


President

5-28-97

Date

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Joseph Gullo
Resident Agent

5-28-97

Date