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D: DIVISION OF CORPORATIONS

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AME: WHALEY INVESTMENT CORPORATION  
AUDIT NUMBER.....H97000010470  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 1, 1997

EMPIRE

SUBJECT: WHALEY INVESTMENT CORPORATION  
REF: W97000015153

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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 (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000010470  
Letter Number: 997A00034366

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③

ARTICLES OF INCORPORATION

of

WHALEY INVESTMENT CORPORATION  
(Name of Corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME/ADDRESS

The name of the Corporation and address of the Corporation is:

Principal: WHALEY INVESTMENT CORPORATION  
Address: 9506 So. Red Road - Miami Florida 33156

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue Fifty (50) Shares of TEN Dollar(s) (\$ 10.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

Name: DOUGLAS W. OSTERLE  
Address: 9506 So. Red Road  
City: MIAMI State: FL Zip: 33156

Prepared by: Douglas W. Osterle, 9506 S. Red Rd. Miami, FL 33156  
(305) 465-7155

H 97000010470

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) directors 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 names and addresses of the Initial director(s) of the Corporation are as follows:

Name: MARK E. WHALEY  
Address: 6907 SO. INDIAN RIVER DRIVE  
City: FT. PIERCE State: FLORIDA Zip: 34982

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

Name: MARK E. WHALEY  
Address: 6907 SO. INDIAN RIVER DRIVE  
City: FT. PIERCE State: FLORIDA Zip: 34982

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15 day of MAY, 1992.

✓ Mark E. Whaley (Seal)

H 97000010470

\_\_\_\_\_  
(Seal)

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## CERTIFICATE TO ACKNOWLEDGE REGISTERED AGENT

Certificate of Registered Agent

of:

WHALEY INVESTMENT CORPORATION

Pursuant to Florida Statutes, Section 48.091 and 607.034,  
the following is submitted: The above Corporation, desiring  
to organize under the laws of the State of Florida with its  
registered office as indicated in the Articles of Incorporation  
at: 9506 South RFD ROAD

MIAMI FLORIDA 33156  
has named: DOUGLAS W. OESTERLE  
located at the aforesaid address, as its Registered Agent to  
accept service of process within this state.

## ACKNOWLEDGEMENT

Having been named to accept service of process for the above  
stated Corporation at this place designated in this certificate,  
I hereby accept to act in this capacity, and agree to comply  
with the provisions of Florida Law in keeping open said office.

Douglas W. Oesterle  
Registered Agent

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