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July 11, 1997

Department of State
Division of Corporations
ATTN: NEW FILING DIVISION
Post Office Box 6327
Tallahassee, Florida 32314

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-07/14/97--01111--002
*****78.75 *****78.75

RE: Whoa Nellie, Inc.

Dear Sir/Madam:

Enclosed please find Whoa Nellie, Inc.'s Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office. We have also enclosed a check in the amount of \$78.75 for your certificate and filing fees.

Should you have any questions or desire additional information, please do not hesitate to contact our office.

Sincerely,

Michael D. Allweiss/mlw
Michael D. Allweiss

MDA/mlw
Encs.

cc: Mr. Mark Marsh

FILED
97 JUL 14 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mlw 7/16/97

ARTICLES OF INCORPORATION
OF
WHOA NELLIE, INC.

FILED
97 JUL 14 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is WHOA NELLIE, INC.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the filing of these Articles.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

Mark Marsh
1827 Swiss Oaks Street
Jacksonville, Florida 32259

The mailing address of the corporation is:

1827 Swiss Oaks Street
Jacksonville, Florida 32259

The street address of the principal office of the corporation in this State will be:

1827 Swiss Oaks Street
Jacksonville, Florida 32259

The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME

ADDRESS

Mark Marsh

1827 Swiss Oaks Street
Jacksonville, Florida 32259

ARTICLE VII

INCORPORATOR

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

Mark Marsh
1827 Swiss Oaks Street
Jacksonville, Florida 32259

ARTICLE VIII

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 IX

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE X

STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves, or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation any and all of the stocks of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE XI

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Statutes and the Bylaws.

ARTICLE XII

CUMULATIVE VOTING

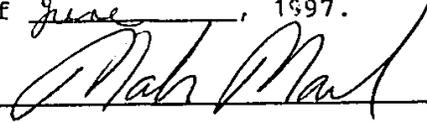
At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares or by distributing such votes on the same principle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

ARTICLE XIII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24th day of June, 1997.



MARK MARSH
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 24th day of JUNE, 1997, by MARK MARSH, who is personally known to me or who has produced _____ as identification and did/did not take an oath.



ELLEN H. HAYES
MY COMMISSION # 00200047 EXPIRES
July 28, 1997 (SEAL)
BOHDED TIFU TROY PAIN INSURANCE, INC.

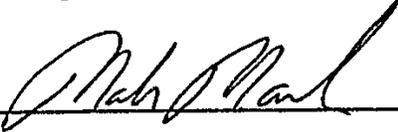


Notary Public
STATE OF FLORIDA

My Commission Expires:

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent of WHOA NELLIE, INC. and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.



MARK MARSH
1827 Swiss Oaks Street
Jacksonville, Florida 32259

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA