

97/11/97
800002265588

Charter Number Only

Jeffrey P. KAISER

Requestor's Name
9825 W. SAMPR Rd. #201

Address
Coral Springs FL 33065

City State ZIP Phone

(954) 345-7177C

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CORPORATION(S) NAME

Whirlwind GUITARS, INC.



U.S. DEPARTMENT OF TRANSPORTATION Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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W.P. Verifier	

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**CERTIFICATE OF INCORPORATION
OF
WHIRLWIND GUITARS, INC.**

I, the undersigned subscriber to this Certificate of Incorporation, being a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is:

WHIRLWIND GUITARS, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are:

- (a) To engage in all lawful business activities.
- (b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

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SEC. OF STATE
TALLAHASSEE FLORIDA

(e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(f) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of Florida within or without that state.

(l) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(s) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE STOCK

The maximum number of shares of stock that this Corporation is

authorized to have outstanding at any one time is 100 shares of common stock, each share having the par value of one (\$1.00) dollar. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which the Corporation shall begin business shall not be less than One Hundred (\$100.00) Dollars.

ARTICLE VI

CORPORATE ADDRESS

The initial street address of the principal office of this Corporation is to be at:

1291 A. South Powerline Road
Suite 262
Pompano Beach, Florida 33069

and the mailing address of the corporation is:

1291 A. South Powerline Road
Suite 262
Pompano Beach, Florida 33069

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII

DIRECTORS

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until their successors are chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for by the Bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Robert Barretta	1291 A. South Powerline Road Suite 262 Pompano Beach, FL 33069

ARTICLE IX

SUBSCRIBER

The names and addresses of the Subscribers to the Certificate of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert Barretta	1291 A. South Powerline Drive Suite 262 Pompano Beach, FL 33069

ARTICLE X

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 XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 9825 West Sample Road, Suite 201, Coral Springs, Florida, 33065, and the name of the initial registered agent of this corporation is Jeffrey P. Kaiser.

ARTICLE XII

BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

ARTICLE XIII

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by any shareholder.

ARTICLE XIV

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XV

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XVI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVII

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of August, 1997.


ROBERT BARRETTA

STATE OF FLORIDA


SS

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Robert Barretta, known to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11 day of August, 1997.

My commission expires:

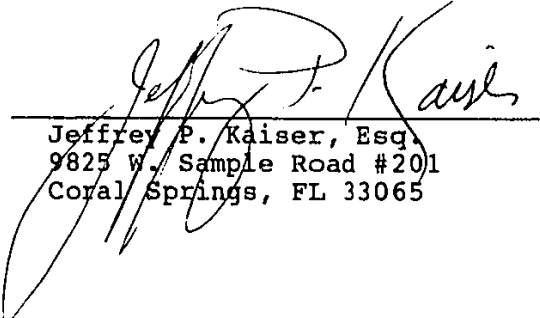

Notary Public



CHRIS J. LANGILLE
COMMISSION # CC445228
EXPIRES MARCH 14, 1998
ALAN NOTARY SERVICE
1 800 480 9040

ACCEPTANCE AS REGISTERED AGENT

I HEREBY ACCEPT the designation as registered agent of WHIRLWIND GUITARS, INC., a Florida Corporation, and as such I am authorized by the corporation to accept service of process for the corporation and act in all other capacities as duly authorized registered agent of said corporation. Said designation is contained in the Articles of Incorporation filed with the Secretary of State of the State of Florida.



Jeffrey P. Kaiser, Esq.
9825 W. Sample Road #201
Coral Springs, FL 33065

This instrument prepared by:

THE LAW OFFICES OF JEFFREY P. KAISER, ESQ.
9825 West Sample Road
The Colonial Building - Suite 201
Coral Springs, Florida 33065
PH: (954) 345-7177
FAX: (954) 345-6690
FBN: 227358

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SECRETARY OF STATE
TALLAHASSEE FLORIDA