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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WHIPPOORWILL FARMS, INC.

AUDIT NUMBER.....H97000013524

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

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WHIPPOORWILL FARMS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is WHIPPOORWILL FARMS, INC.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

ARTICLE VI - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of WHIPPOORWILL FARMS, INC. is 1528 N. Dixie Highway, Suite 1, Lake Worth, FL 33460.

Prepared by:
Ronald E. Young, Esq.
7020 Half Moon Circle, #302
Hypoluxo, FL 33462
(561) 588-0081
Fla. Bar No. 139950

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ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is William S. Graham, 1528 N. Dixie Highway, Suite 1, Lake Worth, FL 33460.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

William S. Graham 1528 N. Dixie Highway, Suite 1
Lake Worth, FL 33460

ARTICLE IX - INDEMNIFICATION

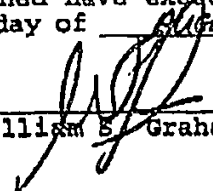
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

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

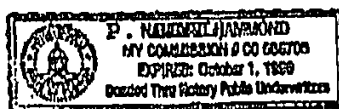
William S. Graham 1528 N. Dixie Highway, Suite 1
Lake Worth, FL 33460

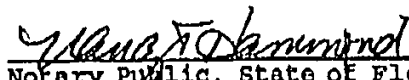
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 15th day of AUGUST, 1997.


William S. Graham

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of August, 1997 by William S. Graham who is personally known to me or who produced _____ as identification.




Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration
nth.young@whipp.art

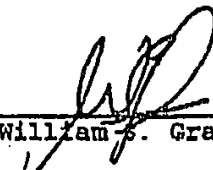
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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

WHIPPOORWILL FARMS, INC. hereby appoints William S. Graham to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.



William S. Graham

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