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August 19, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/21/97--01050--018
***122.50 ***122.50

Re: **Beached Whale Production Co.**

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Michael Hill
8284 Via Bella
Boca Raton, FL 33496

FILED
97 AUG 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
Beached Whale Production Co.

FILED
97 AUG 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation is:

Beached Whale Production Co.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This 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 one hundred shares (100) of one one hundredth Dollar (\$.01) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

**George Hoffman
7319 73rd Way
West Palm Beach, FL 33407**

The principal office or mailing address of the corporation is:

**20423 State Road 7, Suite 256
Boca Raton, FL 33498**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 names and addresses of the initial director of the corporation are as follows:

**Michael Hill
8284 Via Bella
Boca Raton, FL 33496**

ARTICLE VII - INCORPORATORS

**Michael Hill
8284 Via Bella
Boca Raton, FL 33496**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this **19th day of August, 1997**.



**Michael Hill, Director
Beached Whale Production Co.**

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED

97 AUG 21 PM 3: 51

**CERTIFICATE OF REGISTERED AGENT
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Beached Whale Production Co.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, 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

**7319 73rd Way
West Palm Beach, FL 33407**

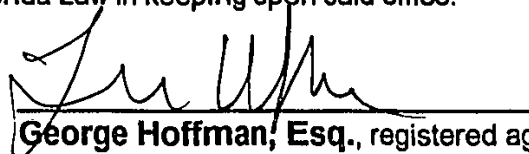
has named

George Hoffman, Esq.

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


George Hoffman, Esq., registered agent