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97 SEP -5 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 5, 1997

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-09/08/97--01001--001
*****78.75 *****78.75

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

HAND DELIVER

Re: Whispering Oaks, Inc.

200002286402--7
-09/08/97--01001--001
*****78.75 *****78.75

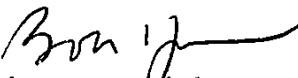
To Whom it May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Whispering Oaks, Inc., and a check in the amount of \$78.75 for the filing fee and a copy of the certificate.

Please call us when these documents are ready and we will arrange to have a messenger pick them up.

Thank you for your cooperation in this matter.

Very truly yours,


Robert S. Hightower

RSH/jag
enclosure

cc: Debra S. McCullough (w/encl.)

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ARTICLES OF INCORPORATION OF
WHISPERING OAKS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.

Name

The name of this Corporation shall be WHISPERING OAKS, INC.

ARTICLE II.

Principal Office

The principal place of business and mailing address of this corporation shall be 11085 Pennewaw Trace, Tallahassee, Florida 32311.

ARTICLE III.

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

ARTICLE IV.

Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are Debra S. McCullough, 11085 Pennewaw Trace, Tallahassee, Florida 32311.

ARTICLE V.

Incorporator

The name and street address of the Incorporator to these Articles of Incorporation are Debra S. McCullough, 11085 Pennewaw Trace, Tallahassee, Florida 32311.

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 11085 Pennewaw Trace, Tallahassee, Florida 32311. The name of the initial Registered Agent of the Corporation at the above address shall be Debra S. McCullough. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VIII.

Number of Directors

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the stockholders.

ARTICLE IX.

Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and address of the member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until her successor is elected is as follows:

Debra S. McCullough: 11085 Pennewaw Trace
 Tallahassee, Florida 32311

ARTICLE X.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Debra S. McCullough: 11085 Pennewaw Trace
 Tallahassee, Florida 32311
President
Secretary
Treasurer

ARTICLE XI.

Transactions In Which Directors
Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the

Corporation and any other corporation, firm or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, solely because such director or directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholder.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Indemnification

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

ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XIV.

Corporate Action

Any action by the Shareholders/Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders/Directors entitled to a vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records as provided by law. Board of Directors' and Shareholders' meetings may be held jointly and all business of the corporation may be conducted in this fashion upon inception of this corporation until amendment of these Articles. All lawful business allowed by Shareholders and Board of Directors under Chapter 607, Florida Statutes, and the By-Laws of this corporation shall take place at such meetings.

IN WITNESS WHEREOF, the undersigned, being the original
subscribing Incorporator to the foregoing Articles of
Incorporation, has executed these Articles of Incorporation this
5th day of September, 1997.

Debra S. McCullough
DEBRA S. McCULLOUGH

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and
607.0501, the following is submitted:

WHISPERING OAKS, INC. desiring to organize as a corporation
under the laws of the State of Florida, has designated 11085
Pennewaw Trace, Tallahassee, Florida 32311, as its initial
Registered Office and has named Debra S. McCullough, located at
said address as its initial Registered Agent.

Debra S. McCullough
DEBRA S. McCULLOUGH, President

Having been named Registered Agent for the above stated
corporation, at the designated Registered Office, the undersigned
hereby accepts said appointment, and agrees to comply with the
provisions of Florida Statutes Section 48.091 relative to keeping
open said office.

Debra S. McCullough
DEBRA S. McCULLOUGH
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA