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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Metzger
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& Rutter PA

ATTORNEYS AT LAW

September 17, 1997

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CERTIFIED LEGAL ASSISTANTS

DANA A. LYONS

JOYCE K. NIESMAN

CONTROLLER

ELLEN R. HOFFACKER, CPA

Secretary of State of Florida
Corporations Division
Tallahassee, FL 32304

Re: Whittler Enterprises, Inc.

Dear Staff:

I am enclosing herein the original and one copy of the Articles of Incorporation of the above-captioned corporation, and would appreciate your filing same.

Also enclosed is our check in the amount of \$122.50 to cover the cost of incorporation, as follows:

Filing Fee	\$35.00
Registered Agent fee	\$35.00
Certified copy	\$52.50

Enclosed also is a Certificate Designating Place of Business for the service of process within the state, naming the Resident Agent upon whom process may be served.

Very truly yours,

Mark Wayne Klingensmith

sj
Enclosures

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****122.50 ****122.50

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ARTICLES OF INCORPORATION
OF
Whittler Enterprises, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **Whittler Enterprises, Inc.**

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit association, state fair or exposition. This corporation shall be authorized to transact any business as normally is transacted by a corporation in the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue sixty (60) shares of common stock with no par value.

ARTICLE V

The street address of the initial registered office of this corporation is 4929 Pine Knott Lane, West Palm Beach, Florida 33417. The name of the initial Registered Agent of this corporation at that address is LINDA M. LAMBERT.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of directors may be either increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

LINDA M. LAMBERT	4929 Pine Knott Lane, West Palm Beach, Florida 33417
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ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII
SUBCHAPTER S

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Mark Wayne Klingensmith, Esq.
c/o METZGER SONNEBORN & RUTTER, P.A.
1545 Centrepark Drive North
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of September, 1997.

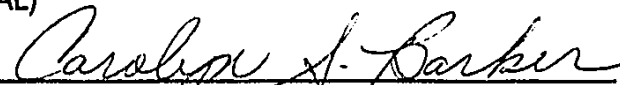
STATE OF FLORIDA

COUNTY OF PALM BEACH

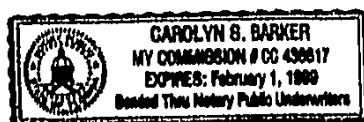

MARK WAYNE KLINGENSMITH, INCORPORATOR

The foregoing instrument was acknowledged before me this 17th day of September, 1997, MARK WAYNE KLINGENSMITH, who is personally known to me and who did not take an oath.

(SEAL)


(Signature of person taking acknowledgment)

(Name of officer taking acknowledgment-typed, printed or stamped)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED


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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, on STATE
TALLAHASSEE, FLORIDA
compliance with said Act.

That **Whittler Enterprises, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 4929 Pine Knott Lane, West Palm Beach, Florida 33417, has named LINDA M. LAMBERT, at 4929 Pine Knott Lane, West Palm Beach, Florida 33417, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


LINDA M. LAMBERT
Resident Agent