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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHN J. JONES~~ *Greg Kuroda*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: WHIRLWIND MULTIMEDIA, INC.

AUDIT NUMBER.....H97000016419

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

CERT. OF STATUS..1

PAGES.....*(4)*

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Whirlwind Multimedia, Inc.

Article II. Address

The mailing address of the Corporation is:
Whirlwind Multimedia, Inc.
350 Euclid Avenue, #12
Miami Beach FL 33139

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Jed Royer
350 Euclid Avenue, #12
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Jed Royer
McKenzie Bernard

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on .

The undersigned incorporator executed these Articles of Incorporation on October 2, 1997.



CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(305) 672-0686

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MIAMI OFFICE

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Whirlwind Multimedia, Inc.

REGISTERED AGENT/OFFICE:

Jed Royer
350 Euclid Avenue, #12
Miami Beach FL 33139

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


JED ROYER

Date: October 2, 1997

Corporate Creations International Inc.
5000 North Military Trail • Suite 2050
Palm Beach Gardens FL 33410-6206
(305) 672-0800

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