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Second Submission
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10/15/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: PETER J. JAENSCH, P.A.
CONTACT: P. CHRISTOPHER JAENSCH
PHONE: (941)366-9841

ACCT#: 105065002440

FAX #: (941)923-8356

NAME: WHALRUZ CREATIONS, INC.

AUDIT NUMBER.....H97000017185

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION
OF
WHALRUZ CREATIONS, INC.

ARTICLE I - Name

The name of the corporation is WHALRUZ CREATIONS, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - Principal Office

The street address and the mailing address of the corporation's initial principal office is 3400 S. Tamiami Trl., Suite 303, Sarasota, FL 34239.

ARTICLE VI - Initial Registered Office and Agent

The street address and the mailing address of the initial Registered Office is 3400 S. Tamiami Trail, Suite 303, Sarasota, Florida 34239, and the initial registered agent of this corporation at that address is P. Christopher Jaensch.

Prepared by:
P. Christopher Jaensch
3400 S. Tamiami Trail, Suite 303
Sarasota, Florida 34239
(941) 366-9841
Florida Bar #: 72044

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ARTICLE VII - Initial Board of Directors

This corporation shall have Two (2) directors 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. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Philippe Joyet
903 Gibbs Rd.
Venice, FL 34285

Norma Joyet
903 Gibbs Rd.
Venice, FL 34285

ARTICLE VIII - Incorporator

The name and address of the incorporator of this corporation is P. Christopher Jaensch, 3400 South Tamiami Trail, Suite 303, Sarasota, Florida, 34239.

ARTICLE IX - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of October, 1997.



P. Christopher Jaensch

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

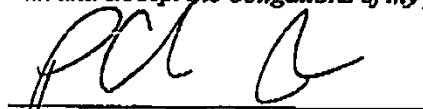
1. The name of the corporation is: WHALRUZ CREATIONS, INC.

2. The name and address of the registered agent and office is:

P. Christopher Jaensch
3400 S. Tamiami Trail, Suite 303
Sarasota, Florida 34239

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



P. Christopher Jaensch

10-16-97
Date

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