



THE UNITED STATES
CORPORATION
COMPANY

P9800012248

ACCOUNT NO. : 072100000032

REFERENCE : 697105 81269A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 6, 1998

ORDER TIME : 12:16 PM

ORDER NO. : 697105-005

CUSTOMER NO: 81269A

CUSTOMER: Don R. Livingstone, Esq
DON R. LIVINGSTONE, ESQ

Suite 101
7711 S.w. 62nd Avenue
South Miami, FL 33143

000002423970--9
-02/06/98-01087-010
****122.50 ****122.50

DOMESTIC FILING

NAME: WHISPERING CANYON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98FEB-6 PM 1:49

RECEIVED
98FEB-6 PM 1:15
DIVISION OF CORPORATION

2-6-98
W

ARTICLES OF INCORPORATION
OF
WHISPERING CANYON, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is WHISPERING CANYON, INC.

ARTICLE II

The existence of the corporation shall be perpetual.

ARTICLE III

The street address of the principal office of the Corporation is 10321 El Paraiso Place, Delray Beach, FL 33446.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 10321 El Paraiso Place, Delray Beach, FL 33446. The initial registered agent for the Corporation at that address is Edward L. Kryzak.

ARTICLE VI

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are:

Edward L. Kryzak	10321 El Paraiso Place, Delray Beach, FL 33446
Nanette Kryzak	10321 El Paraiso Place, Delray Beach, FL 33446

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Edward L. Kryzak	10321 El Paraiso Place, Delray Beach, FL 33446
------------------	--

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB -6 PM 1:49


Nanette Kryzak

10321 El Paraiso Place, Delray Beach, FL 33446

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

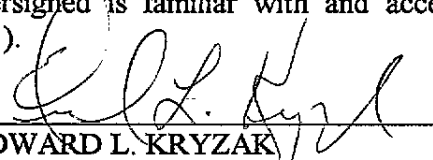
IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 3rd day of February, 1998.


EDWARD L. KRYZAK, Director &
Incorporator


NANETTE KRYZAK, Director &
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Whispering Canyon, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


EDWARD L. KRYZAK
Registered Agent

Dated Feb. 3, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 PM 1:49