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FILED
98 FEB 23 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bernard D. Sommers, P.A.

Attorney-at-law

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February 18, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

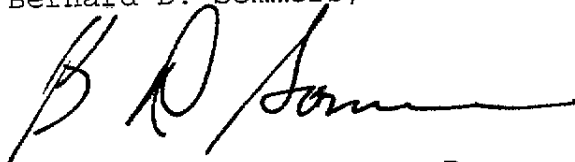
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****122.50 ****122.50

Re: New corporation - Whippleworks, Inc.

I am enclosing proposed Articles of Incorporation and my trust check in the amount of \$122.50 to cover the filing fee, certified copy of the articles and designation of the registered agent. Please docket the Articles and mail the certified copy to me.

Very truly yours,

Bernard D. Sommers, P.A.



By Bernard D. Sommers, Pres.

Enclosures

F. CHESSER FEB 24 1998

ARTICLES OF INCORPORATION
OF
WHIPPLEWORKS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NAME. The name of the corporation is:

WHIPPLEWORKS, INC.

2. PURPOSE. This corporation is organized for the purposes of transacting any and all lawful business.

3. EXISTENCE. This corporation shall have perpetual existence.

4. CAPITAL STOCK. This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

5. INITIAL REGISTERED AGENT. The street address of the initial registered agent of this corporation is: 231 Shellpoint Rd. East, Maitland, FL 32751 and the name of the initial registered agent of this corporation at that address is: MARLENE S. WHIPPLE

6. INITIAL BOARD OF DIRECTORS AND OFFICERS. The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or diminished from time to time by amendment to the Bylaws, but shall never be fewer than one (1). The first board of director(s) and officer(s) of this corporation is/are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MARLENE S. WHIPPLE	231 Shellpoint Rd. East Maitland, FL 32751	Director, President Secretary & Treasurer

7. INCORPORATORS. The name and address of the person signing these Articles is: MARLENE S. WHIPPLE 231 Shellpoint

Rd. East, Maitland, FL 32751.

8. PRINCIPAL OFFICE. The principal office of the corporation is: 231 Shellpoint Rd. East, Maitland, FL 32751.

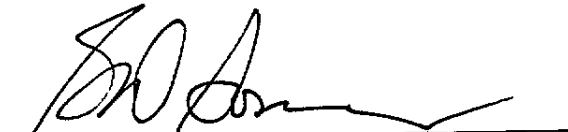
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Feb. 17, 1998, 1998.


MARLENE S. WHIPPLE, Subscriber

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on February 17, 1998, by MARLENE S. WHIPPLE, who is personally known to me.


B. D. Sommers

Notary Public - State of Florida



Registered Agent's Acceptance

I hereby declare I am familiar with and accept the duties and responsibilities of registered agent for the above corporation.


MARLENE S. WHIPPLE