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September 13, 1998

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-09/15/98--01024--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Reference: Whetsel Family, Incorporated

Dear Sirs:

Please find enclosed original executed articles of incorporation for the above-referenced incorporation. I also enclose the proper designation of resident agent and acceptance with my client's check in the amount of \$78.75 payable to the secretary of state.

Please send the certificate of incorporation to my attention.

Thank you.

Sincerely,  
James R. Flynn, Esquire

JRF/jf

Enclosures: Per above.

FILED  
98 SEP 15 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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9-17-98

ARTICLES OF INCORPORATION  
OF  
WHETSEL FAMILY, INCORPORATED

FILED  
98 SEP 15 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

WHETSEL FAMILY, INCORPORATED.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided for in Florida Statute Section 607.164 (1) (c) and shall include but not be limited to the management of leasehold assets, and of certain secured and unsecured promissory notes and other lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares, all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

#### ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have all right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is: 407 West Georgia Street, Starke, Florida 32091 and the mailing address of the initial registered office of this corporation is: 407 West Georgia Street, Starke, Florida 32091, and the name of the initial registered agent of this corporation at that address is: JAMES R. FLYNN, ESQUIRE. The principal address, the street address, and the address of the initial registered office of this corporation is the same; 407 West Georgia Street, Starke, Florida 32091.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than five. The names and addresses of the initial directors of this corporation are:

SIDNEY L. WHETSEL  
2539 South Columbine St.  
Denver, Colorado 80210

STEPHEN E. WHETSEL  
6735 Rainbow Creek Road  
Sedalia, Colorado 80135

ANNA MARCHANT  
1664 Poplar Street  
Denver, Colorado 80220

GARY G. WHETSEL  
4109 Tangle Drive  
Charlotte, N.C. 28211

RICHARD R. WHETSEL  
2240 Ivy  
Denver, Colorado 80207

Article VI Continued:  
Directors

ARTICLE VII - CONTRACTS BETWEEN DIRECTORS AND CORPORATION

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, and the Board of Directors, shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors can be counted in determining whether a quorum is present and be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory laws applicable to it.

#### ARTICLE VIII - OFFICERS

The initial officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The names and addresses of the initial officers of the Corporation are:

STEPHEN E. WHETSEL	President, Vice-President
6735 Rainbow Creek Road	Secretary and Treasurer.
Sedalia, Colorado 80135	

#### ARTICLE IX - INCORPORATORS

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names.

SIDNEY L. WHETSEL (100 shares)	STEPHEN E. WHETSEL (100 shares)
2539 South Columbine St.	6735 Rainbow Creek Road
Denver, Colorado 80210	Sedalia, Colorado 80135
ANNA MARCHANT (100 shares)	GARY G. WHETSEL (100 shares)
1664 Poplar Street	4109 Tangle Drive
Denver, Colorado 80220	Charlotte, N.C. 28211
RICHARD R. WHETSEL (100 shares)	
2240 Ivy	
Denver, Colorado 80207	

Shares held by the initial shareholders listed above may not be re-sold or otherwise transferred to other persons unless in accordance with these articles.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

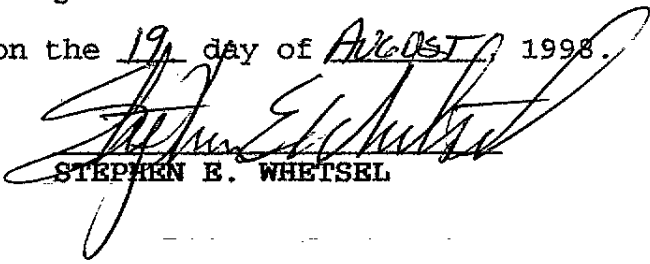
ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on the 19 day of August, 1998.

STATE OF COLORADO,

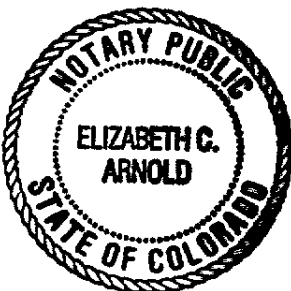
COUNTY OF Denver

  
STEPHEN E. WHETSEL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above, to take acknowledgments, personally appeared STEPHEN E. WHETSEL to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 19th day of August, 1998.

(Notarial Seal)



Elizabeth C. Arnold  
Notary Public  
State of Colorado at Large  
My Commission Expires: 10-13-2001  
My Commission Number: N/A  
Identification Used: Driver's License

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

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That WHETSEL FAMILY, INCORPORATED, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located in the City of Starke, County of Bradford, State of Florida has named JAMES R. FLYNN, ESQUIRE, located at 407 West Georgia Street, City of Starke, County of Clay, State of Florida, 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 provision of said Act relative to keeping open said office.

By: 

JAMES R. FLYNN, ESQUIRE  
407 West Georgia Street  
Starke, Florida 32091

98 SEP 15 PM 3:41  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA