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ACCOUNT NO. : 072100000032

REFERENCE : 013601 4344659

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 78.75

ORDER DATE : October 29, 1998

ORDER TIME : 2:12 PM

ORDER NO. : 013601-005

CUSTOMER NO: 4344659

CUSTOMER: Marcia H. Langley, Esq
GREENBERG TRAURIG HOFFMAN
GREENBERG TRAURIG HOFFMAN
Suite 300 East Tower
777 S. Flagler Drive
West Palm Beach, FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 29 AM 10:52

DOMESTIC FILING

NAME: WHISPERING WATERS GENPAR, INC.

EFFECTIVE DATE:

400002676294--4

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
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10/30/98

File 1st

EFFECTIVE DATE

10/26/98

ARTICLES OF INCORPORATION

OF

WHISPERING WATERS GENPAR, INC.

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ARTICLE I

The name of the corporation is WHISPERING WATERS GENPAR, INC., (hereinafter called the "Corporation").

ARTICLE II

The period of duration for the Corporation shall be perpetual commencing on October 26, 1998.

ARTICLE III

The address of the principal office and the mailing address of the Corporation is 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069.

ARTICLE IV

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VI

The street address of the Corporation's initial registered office is 3195 North Powerline Road, Suite 104, City of Pompano Beach, County of Broward, State of Florida 33069, and the name of its initial registered agent at such office is Scott F. Brenner.

ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are four, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Scott F. Brenner
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Marc A. Kopelman
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Brian Horowitz
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

Hyman B. Horowitz
3195 North Powerline Road
Suite 104
Pompano Beach, FL 33069

ARTICLE VIII

The name of the Incorporator is Scott F. Brenner and the address of the Incorporator is 3195 North Powerline Road, Suite 104, Pompano Beach, Florida 33069.

ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28 day of October, 1998.



Scott F. Brenner - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WHISPERING WATERS GENPAR, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Scott F. Brenner - Registered Agent

Dated: October 28, 1998

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