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* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION

January 5, 1999

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

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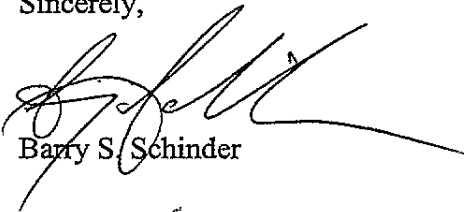
Re: Whale Harbor, Inc.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of Whale Harbor, Inc., and a check for \$78.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,


Barry S. Schinder

BSS:sy
Enclosures
cc: Mr. Edward Friedland (w/encl.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -7 PM 2:49

ARTICLES OF INCORPORATION

OF

WHALE HARBOR, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

WHALE HARBOR, INC.

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address and principal office is:

8900 Washington Street
Unit No. 601-T
Pembroke Pines, FL 33025

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the
United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of one thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

RICHARD B. SABRA, ESQ.
c/o Atkinson, Diner, Stone Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

<u>Name</u>	<u>Address</u>
EDWARD FRIEDLAND	8900 Washington Street Unit No. 601-T Pembroke Pines, FL 33025

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

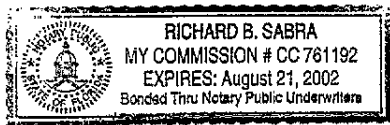
<u>Incorporator</u>	<u>Address</u>
EDWARD FRIEDLAND	8900 Washington Street Unit No. 601-T Pembroke Pines, FL 33025

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


EDWARD FRIEDLAND

[illegible]

The foregoing instrument was acknowledged before me this 23 day of DECEMBER, 1998, by EDWARD FRIEDLAND, who is personally known to me, ~~or has produced~~ as identification



Notary Public, State of Florida
at Large

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

RICHARD B. SABRA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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