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LAW OFFICES OF  
KLINGBEIL & ROBERTS, P.A.

341 Venice Avenue West  
VENICE, FLORIDA 34285

Robert T. Klingbeil, Jr.  
Gregory C. Roberts

Telephone (941) 485-7705  
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April 20, 1999

Secretary of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

300002847023-2  
-04/22/99-01041-021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Whistling Winds Corporation

Dear Sir:

Enclosed please find one original and one copy of Articles of Incorporation regarding the above-referenced corporation. Also enclosed is our check in the total amount of \$78.75 to cover the cost of this filing:

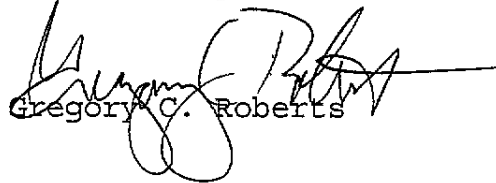
Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>8.75</u>

Total: \$ 78.75

Please return a certified copy of the Articles of Incorporation to our office at the address listed above.

Thank you for your attention to this matter.

Very truly yours,

  
Gregory C. Roberts

GCR/tlw  
Enclosures - 3  
cc: John A. Lann, w/encl.  
corp\artofinc.ltr

FILED  
99 APR 22 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WHISTLING WINDS CORPORATION

FILED  
99 APR 22 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

CORPORATE NAME

The name of this corporation is:

WHISTLING WINDS CORPORATION

ARTICLE II.

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of One Tenth of One Cent (\$.001) per share. The consideration to be paid for each share shall be in money, property, or services. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV.

BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be the date these Articles of Incorporation are filed with the Secretary of State and it shall exist perpetually.

ARTICLE V.

ADDRESS

The street address of the principal office of this corporation is:

483 Summerfield Way  
Venice, Florida 34292

The directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI.

DIRECTORS

This corporation shall have three (3) directors, initially. The number of directors may be increased from time to time, by Bylaws adopted by the stockholders.

ARTICLE VII.

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of first Board of Directors and first officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
John A. Lann	483 Summerfield Way Venice, Florida 34292	President Director
Marjorie E. Lann	483 Summerfield Way Venice, Florida 34292	Vice President Director
Cheryl L. Stevens	138 Elm Street North Reading, MA 01864	Secretary Treasurer Director

#### ARTICLE VIII.

##### SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock they agree to take, are:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
John A. Lann	483 Summerfield Way Venice, Florida 34292	5000
Marjorie E. Lann	483 Summerfield Way Venice, Florida 34292	5000

#### ARTICLE IX.

##### REGISTERED AGENT

The initial registered agent and the address of his office is:

Gregory C. Roberts  
341 West Venice Avenue  
Venice, Florida 34285

Said registered agent by virtue of his signature at the end of these Articles of Incorporation acknowledge appointment as such and agrees to accept service of process for this corporation.

ARTICLE X.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

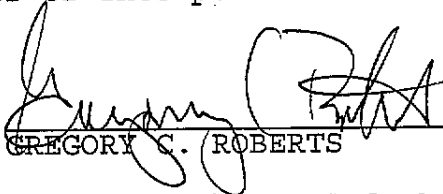
ARTICLE XI.

INCORPORATION

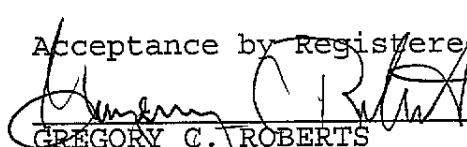
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Gregory C. Roberts  
341 West Venice Avenue  
Venice, Florida 34285

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 20<sup>th</sup> day of April, 1999.

  
\_\_\_\_\_  
GREGORY C. ROBERTS

I hereby state that I am familiar with and do hereby accept the duties and responsibilities as Registered Agent of WHISTLING WINDS CORPORATION.

Acceptance by Registered Agent  
  
\_\_\_\_\_  
GREGORY C. ROBERTS  
Registered Agent

FILED  
99 APR 22 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA