Tuesday, April 27, 1999

PAGOOOSS 103

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Florida Department of State

Division of Corporations
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To:

Division of Corporations

Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (305)672-0686 Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Whetstone Corp.

Certificate of Status	0
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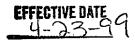
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ARTICLES OF INCORPORATION



Article I. Name

The name of this Florida corporation is: Whetstone Corp.

Article II. Address

The mailing address of the Corporation is: Whetstone Corp.
1220 North Market Street, Suite 606
Wilmington DE 19801

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Corporate Creations Enterprises Inc. 4521 PGA Boulevard #211 Palm Beach Gardens FL 33418

Article IV. Board of Directors

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation,

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd. 1220 North Market Street, Suite 606 Wilmington DE 19801 302-421-5752



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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 23, 1999.

The undersigned incorporator executed these Articles of Incorporation on April 27, 1999.

CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte Vice President

American Incorporators Ltd. 1220 North Market Street, Suite 606 Wilmington DE 19801 302-421-5752 H99000009928

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Whetstone Corp.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises Inc. 4521 PGA Boulevard #211 Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS ENTERPRISES INC.

Luis A. Uriarte, Vice President

Date: April 27, 1999

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SECRLIARY OF STATE

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