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July 15, 1999

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

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Re: Whippletree Enterprises, Inc.

Dear Madam or Sir:

Enclosed are the original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above-named proposed Florida corporation. Also enclosed is a check in the amount of $122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Kinley I. Engvalson

KIE:clg

enclosures

ARTICLES OF INCORPORATION
OF
WHIPPLETREE ENTERPRISES, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is WHIPPLETREE ENTERPRISES GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is P. O. Box 1881, Moore Haven, FL 33471.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Kinley I. Engvalson, 1920 Victoria Avenue, Fort Myers, FL 33901.

ARTICLE V. INCORPORATOR.

The names and street addresses of the incorporators to these articles of incorporation are: Ray Whitney, P. O. Box Dan Hipple, and Dawn Hipple.

ARTICLE VI. DURATION.

The duration of the corporation is perpetual.

ARTICLE VII. PURPOSE.

The general purposes for which the corporation is organized are the following:

(a) to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;

(b) to do such other things as are incidental to the purposes of the corporation which are necessary or desirable in order to accomplish them;
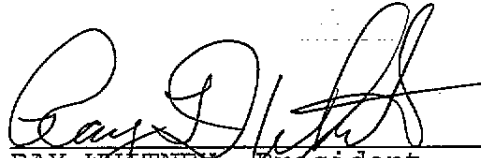
(c) to conduct the business as a listing agent.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS.

The number of directors constituting initial Board of Directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial director of the corporation is as follows: Ray Whitney, P. O. Box 730, Moore Haven, FL 33471, Dan Hipple, P. O. Box 881, Moore Haven, FL 33471, and Dawn Hipple, P. O. Box 881, Moore Haven, FL 33471.

ARTICLE IX. AMENDMENT.

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon a shareholder is subject to this reservation.

The undersigned have executed these Articles of Incorporation on July 2 , 1999.

RAY WHITNEY, President

DAN HIPPLE, Vice President

DAWN HIPPLE, Secretary

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is WHIPPLETREE ENTERPRISES, INC.

2. The name of the registered agent is KINLEY I. ENGVALSON.

3. The address of the registered agent/registered office is 1920 Victoria Avenue, Fort Myers, FL 33901.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

KINLEY I. ENGVALSON
Date: 7/21/99