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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

ocean whispers corporation

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 9, 1999

EMPIRE

SUBJECT: OCEAN WHISPERS CORPORATION
REF: W99000020803

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS OCEAN WHISPER INC. DOC #839951.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
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ARTICLES OF INCORPORATION
OF
OCEAN WHISPERS (USA) CORPORATION

ARTICLE I

NAME

The name of the Corporation is Ocean Whispers (USA) Corporation.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PERMITTED ACTIVITY

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

INSTRUMENT PREPARED BY:
FREEMAN, BUTTERMAN, HABER & ROJAS L.L.P.
Stephen A. Freeman, Esq.
520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131
(305) 374-3800
FBN - 146795

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TALLAHASSEE, FLORIDA

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ARTICLE IV**AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value share.

ARTICLE V**PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131. The initial Registered Agent is Stephen A. Freeman at 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131.

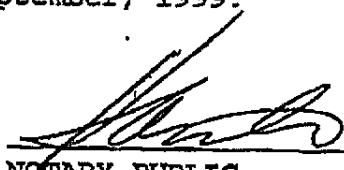
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STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

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BEFORE ME, the undersigned authority, personally appeared
Stephen A. Freeman to me well known to be the person who executed
the foregoing Articles of Incorporation and he acknowledged
before me according to law, that he made and subscribed the same
for the purpose therein mentioned and set forth.

WITNESS my hand and official seal in the County and State
named above this 8th day of September, 1999.


NOTARY PUBLIC

My Commission Expires:



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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: Ocean Whispers (USA) Corporation
2. The name and address of the Registered agent and office is: Stephen A. Freeman, Esq., 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

Signature: _____

Stephen A. Freeman

Title: _____

Assistant Secretary

Date: _____

September 8, 1999

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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.

Signature: _____

Stephen A. Freeman

Date: _____

September 8, 1999

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