

P97000076024

August 29, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Now What?

Dear Sir or Madam:

Enclosed herewith is one original and one copy of the Articles of Incorporation as well as of the Certificate Designating Registered Office For Service Of Process Within Florida And Naming Registered Agent for the proposed Now What?, Inc.

Also enclosed is my check in the amount of \$122.50.

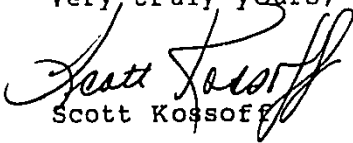
Please return file stamped copy to me at the following address:

Scott Kossoff
11111 Biscayne Boulevard #1951
Miami, FL 33161

Should you need to contact me, you may telephone me at (305) 891-3077.

Thank you for your kind assistance.

Very truly yours,


Scott Kossoff

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Enc: As specified.
Check #0243

FILED
97 SEP -2 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 9/3/97

ARTICLES OF INCORPORATION
OF
NOW WHAT ?, INC.

FILED
97 SEP -2 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, who is over the age of eighteen (18) and is a U.S. citizen, does hereby make, subscribe, execute, verify, and file these Articles of Incorporation to form a corporation for profit under Chapter 607, Florida Statutes.

ARTICLE I

The name of this corporation is:

NOW WHAT ?, INC.

ARTICLE II

The duration of this corporation is intended to be perpetual.

ARTICLE III

The corporation's existence shall commence upon filing of these Articles of Incorporation with, and acceptance of them by, the Department of State of the State of Florida.

ARTICLE IV

This corporation is organized for any and all business purposes permitted by Florida law.

ARTICLE V

The corporation shall be authorized to issue one hundred (100) shares of common capital stock, no par value.

ARTICLE VI

The activities of the corporation shall be managed by a board of directors. The corporation shall never have fewer than one (1) director.

At any annual or special meeting of directors, and on any matter requiring the action of directors, each director shall have one (1) VOTE. At any meeting of directors, a majority of directors shall constitute a quorum, and a majority of the directors present shall control the actions of the meeting.

ARTICLE VII

The street address of the initial principal office and of the initial registered office of this corporation is 2000 Towerside Terrace #1703, Miami, Florida 33138, and the name of the corporation's initial registered agent at said address is Mary Weston.

ARTICLE VIII

This corporation shall have all powers granted to corporations for profit under the laws of the State of Florida.

ARTICLE IX

The following individual, whose address is as follows, is the incorporator of this corporation: SCOTT KOSSOFF, 11111 Biscayne Boulevard #1951, Miami, Florida 33161.

ARTICLE X

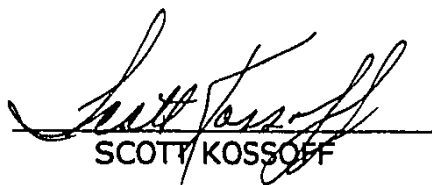
The following three (3) individuals, whose addresses are as follows are the initial directors of this corporation:

SCOTT KOSSOFF
11111 Biscayne Boulevard #1951
Miami, Florida 33161

MARY WESTON
2000 Towerside Terrace #1703
Miami, Florida 33138

ELEANOR MILLER
5757 Collins Avenue #2005
Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned incorporator has executed and acknowledged these Articles of Incorporation this 26th day of August, 1997.


SCOTT KOSSOFF

STATE OF FLORIDA)
)
COUNTY OF DADE)

SS:

BEFORE ME, the undersigned authority, this day personally appeared SCOTT KOSSOFF, personally known to me, who, after being duly sworn, under oath, deposes and says that she executed the foregoing freely and voluntarily and for the purposes therein expressed.

SWORN to and SUBSCRIBED before me this 26th day of August, 1997.



Notary Public, State of Florida at Large

My commission expires:




CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

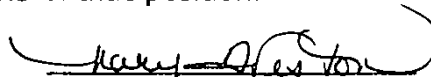
IN COMPLIANCE with section 607.0202 (1) (e), Florida Statutes, the following is submitted:

NOW WHAT ?, INC.

desiring to organize or qualify under the laws of the State of Florida, at the City of Miami, State of Florida, has and hereby does name MARY WESTON, located at its registered office, 2000 Towerside Terrace #1703, Miami, Florida 33138, as its registered agent to accept service of process in Florida.

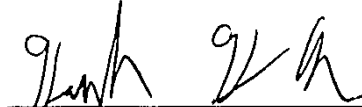

Corporate Officer
President
Title
August 26, 1997
Date

HAVING been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties; I am familiar with, and accept, the obligations of that position.

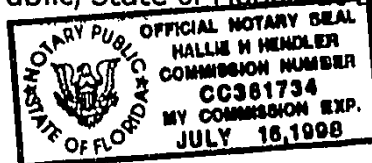

MARY WESTON
August 26, 1997
Date

BEFORE ME, the undersigned authority, this day personally appeared MARY WESTON, personally known to me, who, after being duly sworn, under oath, deposes and says that she executed the foregoing freely and voluntarily and for the purposes therein expressed.

SWORN to and SUBSCRIBED before me this 26th day of August, 1997.


Notary Public, State of Florida at Tallahassee, Florida

My commission expires:



FILED
97 SEP -2 AM 10:48
TALLAHASSEE, FLORIDA
STATE