

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

WORTHY SENSE, INC.

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June 10, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

THE LAW OFFICES OF NICK SPRADLIN PLLC

SUBJECT: WORTHY SENSE, INC.
REF: W09000027199

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 person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
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**Articles of Incorporation
of
WORTHY SENSE, INC.
A Non-Profit Corporation**

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Pursuant to the provision of the Nonprofit Corporation Act of the state of Florida under Chapter 617 of the Florida Statutes, the undersigned incorporators hereby adopt the following Articles of Incorporation:

Article 1

The name of this corporation is WORTHY SENSE, INC.

Article 2

The name and address of the registered agent and registered office of this corporation is:

The Law Offices of Nick Spradlin, PLLC

12000 North Dale Mabry Hwy

Suite 110

Tampa, Florida 33618

Article 3

The purposes for which this corporation is organized are exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3).

Article 4

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article third hereof, No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) by a Corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Article 5

The address of the principal office of this Corporation is:
105 Calabria Avenue
Coral Gables, Florida 33134

Article 6

The mailing address of this Corporation is:
105 Calabria Avenue
Coral Gables, Florida 33134

Article 7

The number of initial directors of this corporation shall be 3 and the names of the initial directors are as follow
Thomas Rodriguez
Elsa Rivero
Yanela Alfonso

Article 8

The officers of this corporation shall be:
President: Adrian D. Montero
Vice President: Maria Victoria Araoz
Secretary: Xioramys Reyes
Treasurer: Adrian D. Montero

Article 9

The name and address of the incorporator of this corporation is:
Nickolas J. Spradlin
12000 North Dale Mabry Hwy
Suite 110 Tampa, Florida 33618

Article 10

The period of duration of this corporation is perpetual.

Article 11

These Articles of incorporation **SHALL BE EFFECTIVE** upon approval of the Secretary of State, State of Florida.

Article 12

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be disseminated to the Federal Government, or to a state or local government for public purpose. Any assets not so disseminated shall be

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disseminated by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or

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Article 13

The Directors and Officers shall NOT be liable for the debts of the corporation.

Article 14

Amendments may be made to these articles in accordance with Florida law. All amendments shall be approved by the Board of Directors, proposed by them to the Members, and approved at the Members meetings by a majority of the Members, unless all the Directors and all the Members sign a written statement presenting their intention that a certain amendment of these articles of incorporation is made.

Article 15

This Non-Profit Corporation adopts the following additional Articles.

QUALIFICATIONS OF MEMBERSHIP AND DIRECTORS:

THE CATEGORIES OF MEMBERSHIP AND DIRECTORS; QUALIFICATIONS FOR MEMBERSHIP AND DIRECTORS; AND THE MANNER OF ADMISSION SHALL BE AS SET FORTH IN AND REGULATED BY THE BY LAWS OF THIS CORPORATION.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation under the laws of Florida are true.

[Signature]
Signature and date

Nick Spradlin, Incorporator
Print Name

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION.

The Law Offices of Nick Spradlin, PLLC, having a business office identical with the registered office of the Corporation name above, and having been designated as the registered Agent in the above and forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

The Law Offices of Nick Spradlin, PLLC.

By: [Signature] Nick Spradlin, CEO (Manager)