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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

WATHEVER.COM, INC.

Certificate of Status	0
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 28 PM 12:36

B. McKnight

MAR 29 2000

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**ARTICLES OF INCORPORATION
OF
WHATEVER.COM, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:
WHATEVER.COM, INC.

The principal place of business and mailing address of this corporation shall be:

920 Sevilla Avenue, Apt 102
CORAL GABLES, FL 33134

ARTICLE II

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1000 shares of Common Stock, each have \$ 10.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

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ARTICLE VI

The name(s) and street address (es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Nicolas Hoyos	920 Sevilla Avenue, Apt 102 Coral Gables, FL 33134	President
Mauricio Moreno	Calle 79 # 8-21, Apt 203 Bogota, Colombia	Secretary

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The name (s) and street address (es) of the incorporator (s) to these articles of incorporation is (are):

Yolanda Duran 10300 Sunset Dr., Suite 435
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these
Articles of Incorporation this 28 day of March 2000

Signature (s) of Incorporator (s)

Yolanda Duran

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged and sworn to before me this 28th day of

MARCH 2000,

by YOLANDA DURAN (She) He is
personally known to me and did not take an oath.

Ana Maria Serra

Notary Public

(SEAL)



Ana Maria Serra
My Commission CC784316
Expires December 2, 2002

Prepared by : Tallieson Advisory Corp. (Yolanda Duran- Accountant)
10300 Sunset Dr., suite 435, Miami, FL 33173

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ARTICLE VIII

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The names and addresses of the subscribers to these Articles of Incorporation

Nicolas Hoyos 920 Sevilla Avenue, Apt 102
Coral Gables, FL 33134

Mauricio Moreno Calle 79 # 8-21, Apt 203
Bogota, Colombia

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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**ASSIGNMENT OF SUBSCRIPTION OF
WHATEVER.COM, INC.**

I (We) YOLANDA DURAN hereby assign to NICOLAS HOYOS AND MAURICIO MORENO, all my rights to the share of the capital stock of the above named corporation organized under the laws of the State of Florida, which I have acquired either by being an incorporator of the above named corporation, a subscriber to the Articles of Incorporation or a subscriber to the capital stock of the above named corporation.

Executed : 3/28, 2000



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

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name of the corporation is: **WHATEVER.COM, INC.**

1. The name and the address of the registered agent and office is:

**TALIESON ADVISORY, CORP
10300 Sunset Dr., Suite 435
Miami, FL 33173**

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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 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
ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


By Yolanda Duran (Registered Agent)

DATE

3/28/00

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