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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : CAMNER, LIPSITZ AND POLLER, PROFESSIONAL ASSOCIATION
Account Number : 075410001634
Phone : (305)442-4994
Fax Number : (305)442-2389

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FLORIDA PROFIT CORPORATION OR P.A.

WILL NO-NO, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION
FOR
WILL NO-NO, INC.

I, the undersigned, do hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Will No-No, Inc. The address of the principal office of this corporation is 550 Biltmore Way, Suite 700, Miami, Florida 33134 and the mailing address shall be the same.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$.01 par value per share.

ARTICLE IV

This corporation shall have perpetual existence, commencing on the subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Secretary of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin on the date that these Articles are filed with the Secretary of State.

ARTICLE V

The street address of the initial registered office of the corporation shall be: 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at the address is Marc Lipsitz.

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ARTICLE VI

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director initially. The name and street address of the members of the Board of Director is:

Director

Marc Lipsitz
550 Biltmore Way - Suite 700
Coral Gables, FL 33134

ARTICLE VII

The name and address of the incorporator of the corporation is : Marc Lipsitz, 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134.

ARTICLE VIII

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE IX

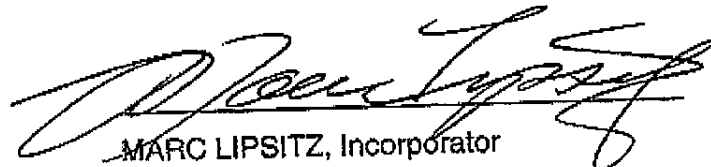
These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, MARC LIPSITZ, being the Incorporator and Registered Agent of Will No-No, Inc., make and file these Articles of Incorporation. Having been named as Registered Agent and to accept service of process for Will No-No, Inc. at the place designated in these Articles of Incorporation, 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

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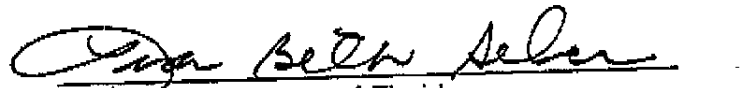
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I am familiar with and accept the obligations of my position as Registered Agent this 11th day of February, 2002.


MARC LIPSITZ, Incorporator
and Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11th day of February, 2002, by Marc Lipsitz, who is personally known to me or who has produced a valid driver's license as identification.


Notary Public - State of Florida
Printed Name: LISA BETH SELNER
Commission No.: _____

My Commission Expires:



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