

Law Offices
BREIER AND SEIF, P.A.

SUITE 1125

2800 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134-6919

TELEPHONE (305) 445-0707

FACSIMILE (305) 445-2728

ROBERT G. BREIER

EVAN D. SEIF

ALISON P. HERMAN

ADAM J. SILVERMAN

STEVEN J. SCHERER

Of Counsel

DARRELL B. CARMICHAEL

West Palm Beach Office

515 NORTH FLAGLER DRIVE

NORTHBRIDGE CENTRE, SUITE 910

WEST PALM BEACH, FL 33401-4325

TELEPHONE (561) 659-7005

P02000106234

500008176635--9
-10/03/02--01037--012
*****78.75 *****78.75

By Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation

Dear Sir or Madam:

Enclosed are Articles of Incorporation for Y!, Inc. for filing. Also enclosed is an additional copy for certification.

Please file the articles immediately and return them to me in the Federal Express envelope provided. If you have any questions, please give me a call.

Finally enclosed is a check made payable to the Department of State in the amount of \$78.75 to cover the cost of the filing fee.

Very truly yours,


ALISON P. HERMAN

APH:lm

Attachments.

K:\RGB-EDS\ALISON\VIDeptofState\100202.ltr.wpd

FILED
02 OCT -9 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 4, 2002

BREIER AND SEIF, P.A.
% ALISON P. HERMAN
2800 PONCE DE LEON BLVD., SUITE 1125
CORAL GABLES, FL 33134-6919

SUBJECT: YI, INC.
Ref. Number: W02000028797

We have received your document for YI, INC.. However, the document has not been filed and is being returned for the following:

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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P02000053300.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 602A00055937

Law Offices
BREIER AND SEIF, P.A.

SUITE 1125

2800 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134-6919

TELEPHONE (305) 445-0707

FACSIMILE (305) 445-2728

ROBERT G. BREIER

EVAN D. SEIF

ALISON P. HERMAN

ADAM J. SILVERMAN

STEVEN J. SCHERMER

West Palm Beach Office

515 NORTH FLAGLER DRIVE

NORTHBRIDGE CENTRE, SUITE 910

WEST PALM BEACH, FL 33401-4325

TELEPHONE (561) 659-7005

Of Counsel

DARYL B. CRAMER

October 8, 2002

By Federal Express

Loria Poole, Corporate Specialist

Florida Department of State

Division of Corporation

New Filing Section

409 East Gaines Street

Tallahassee, Florida 32399

Re: Y!, Inc. Reference No. W02000028797

Dear Ms. Poole:

Enclosed is a copy of your letter dated October 4, 2002 regarding the inability to file the articles for Y!, Inc. As requested, a new name has been selected and the corrections made. Please file the Articles of Incorporation for Y Holding Company, Inc. and return the certified copy to me in the Federal Express envelope enclosed.

Call me if you have any questions.

Very truly yours,


ALISON P. HERMAN

APH:lm

Enclosures.

K:\CLIENTS\M-O\MISC\Misc-2002\DeptofCorp.ltr fr APH1 re Y, Inc

ARTICLES OF INCORPORATION
OF
Y HOLDING COMPANY, INC.

FILED
02 OCT -9 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is:

Y Holding Company, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- (a) To engage in all aspects of the marketing and advertising business.
- (b) To purchase, lease, exchange, hire, or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, and operate any lands owned or leased by the corporation, or upon any other, houses, structures, buildings, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands or any interest therein, or any houses, structures, buildings, or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker, or otherwise, and generally to buy, sell, lease,

mortgage, exchange, manage, operate, and deal in lands or interests in lands, houses, structures, buildings, or other works; and to purchase, acquire, hold, exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, transfers of tax liens, and other interests in real estate.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida either by the terms of this charter or by virtue of the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a nominal or par value of \$1.00 per share; all shares shall be paid in lawful money of the United States of America or in property, labor or services; where said stock is paid for by property, labor or services, the just

value thereof shall be fixed by the Board of Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV - DURATION

This corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is ALISON P. HERMAN.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

ALISON P. HERMAN

2800 Ponce De Leon Boulevard, Suite 1125,

Coral Gables, Florida 33134

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - INITIAL CORPORATION ADDRESS

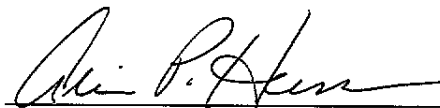
The initial office address of the corporation is:

2800 Ponce De Leon Boulevard, Suite 1125

Coral Gables, Florida 33134

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.



ALISON P. HERMAN, Subscriber

Having been named to accept service of process for the above named corporation, at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated: 10/8/02

By: 
ALISON P. HERMAN

FILED
02 OCT -9 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA