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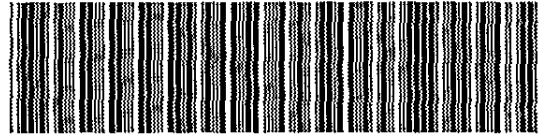
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FILED
02 OCT 31 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Data Professionals, Inc.

P.O. Box 5046, Fort Lauderdale, Florida 33310

Tel: 954-733-5100

Fax: 954-731-7977

October 28, 2002

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
TALLAHASSEE, FL 32314

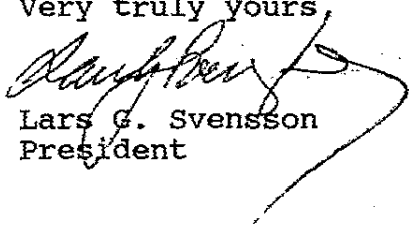
RE: W H E R E @, I n c.

Enclosed are the original and two (2) copies of the Articles of Incorporation of subject, and our check for \$78.75 to cover the filing fees and Certification of one copy for our records.

If there is any question, we can be reached at the above numbers.

Thank you for your kind attention to this matter.

Very truly yours,


Lars G. Svensson
President

hs
Encl.

ARTICLES of INCORPORATION

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is

W H E R E @, I n c.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of the Corporation in the State of Florida shall be at its principal place of business, whose location is at

4000 North State Road 7 - Suite 307
in the City of LAUDERDALE LAKES,
Broward County
Florida, 33319

ARTICLE III - PURPOSE

The objects and purposes for which the Corporation is formed are:

To establish, purchase, invest in, promote and/or publish all kinds of magazines and other publications, both domestically and internationally;

To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, private, public or municipal or body politic, or with the government of the United States, or any state, district, territory, or dependency thereof, or with any foreign government;

To engage in any commercial, industrial, agricultural or other type of enterprise, calculated or designed to promote, directly or indirectly, the interests of the Corporation;

To do any and all things necessary, suitable or convenient and proper for the accomplishment, attainment and furtherance of any one or more of the purposes, objects and powers herein set forth, and to do and perform any and every other act which is incidental or appurtenant thereto or connected therewith, or which shall at any time appear conducive or expedient for the business, protection or benefit of the Corporation; and

GENERALLY, to do or perform or engage in any or all things, enterprises or vocations to the same extent as a natural person might or could do, and to the extent such transactions are such of

any lawful business for which corporations may be incorporated under the laws of the State of Florida. The enumeration of objects or purposes specified in any paragraph of this Third Article shall not be deemed or construed to exclude or in any way limit or restrict by inference any powers, objects or purposes which this Corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

The Corporation shall also have the power to conduct its business in all its branches, have one or more offices, and unlimitedly to hold, purchase, mortgage and convey real and personal property in any state, district, territory, possession or dependency of the United States, and in any foreign country or place.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a total of

**ONE MILLION (1,000,000) shares of Common Stock,
each at the PAR VALUE of ONE CENT (\$0.01).**

The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in exchange for property, labor or services at a just valuation, as determined by the Board of Directors of the Corporation.

ARTICLE V - INITIAL DIRECTORS & OFFICERS

The initial Board of Directors shall consist of ONE (1) Director. The number of Directors to serve on the Board may be changed from time to time as established by the By-Laws of the Corporation, but must at all times be at least ONE. The initial Director to serve this Corporation is

LARS G. SVENSSON,

whose address is

**3935 N. W. 38th Terrace
LAUDERDALE LAKES, FL 33309,**

and who, subject to the provisions of these Articles, the By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his successor[s] is/are elected and has/have qualified.

The aforementioned sole Director of this Corporation shall also serve as the initial Officers of the Corporation, i.e.

PRESIDENT, SECRETARY, and TREASURER,

during the first year of the existence of this Corporation, or until the Board of Directors appoint a successor to one or all of such Officers, in accordance with the By-Laws of the Corporation.

ARTICLE VI - REGISTERED AGENT

The initial Registered Agent of the Corporation, upon whom process against the Corporation may be served, is

DATA PROFESSIONALS, INC.

a Florida corporation, with its offices at

3935 N. W. 38th Terrace
LAUDERDALE LAKES, Florida 33309

with the preferred mailing address

Post Office Box 5046
FORT LAUDERDALE, FLORIDA 33310-5046.

Acceptance by Agent:

Having been named as Registered Agent to accept service of process for the above named

W H E R E @, I n c.

at our office designated above, we are familiar with the obligations of such position and accept the appointment as Registered Agent and agree to act in this capacity.

Data Professionals, Inc.



Lars G. Svensson, President
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ARTICLE VII - INCORPORATOR

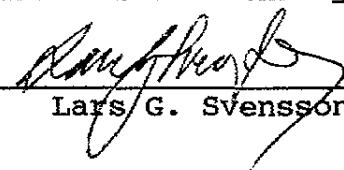
The name of the incorporator of this Corporation is

LARS G. SVENSSON,

whose address is

3935 N.W. 38th Terrace
LAUDERDALE LAKES
Florida 33309-4814

IN WITNESS WHEREOF, I, LARS G. SVENSSON
the sole incorporator of and subscriber to the above Articles of
Incorporation, do hereunto set my hand and seal this 28th day of
OCTOBER, 2002.



Lars G. Svensson

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02 OCT 31 AM 10:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA