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TELEPHONE (239) 498-6222
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November 26, 2002

Secretary of State Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **WHILE YOU ARE OUT, INC.**

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for the above-referenced corporation together with our firm's check in the amount of \$78.75 for the filing fee and certificate copy fee. Please return a certified copy of the Articles of Incorporation to the above address in the self-addressed stamped envelope provided.

Thank you for your cooperation. Should you have any questions or need additional information, please feel free to call me.

Sincerely,



Marianne H. LePera
Counsel for While You Are Out, Inc.

MHL/ac
enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

WHILE YOU ARE OUT, INC.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is: WHILE YOU ARE OUT, INC.

ARTICLE TWO

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation shall be 9050 Las Maderas, Bonita Springs, FL 34135.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, except as is inconsistent with the express provisions of these Articles.

ARTICLE FOUR

SHARES

The corporation is authorized to issue One Thousand (1,000) shares of common stock, all of one class, at one cent (\$.01) par value.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office shall be 9050 Las Maderas, Bonita Springs, FL 34135, and the name of the initial registered agent at such address shall be SALLY SCHRECK.

ARTICLE SIX

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is SALLY SCHRECK, 9050 Las Maderas, Bonita Springs, FL 34135.

ARTICLE SEVEN

INITIAL DIRECTORS

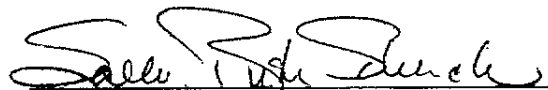
The name and address of the initial director of the corporation is SALLY SCHRECK, 9050 Las Maderas, Bonita Springs, FL 34135.

ARTICLE EIGHT

AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of November 2002.


Sally Schreck, Incorporator

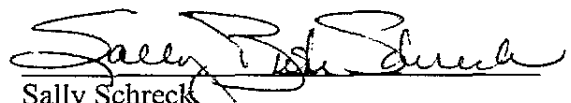
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091, and 607.0501, the following is submitted:

WHILE YOU ARE OUT, INC.

desiring to organize as a corporation under the laws of the State of Florida, has designated 9050 Las Maderas, Bonita Springs, FL 3413, as its initial Registered Office, and has named SALLY SCHRECK, located at said address, as its initial Registered Agent.

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned is familiar with and accepts the obligations of said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 and 607.0501 relative to keeping open said office.


Sally Schreck
Registered Agent

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