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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

who's next?, inc,

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION
OF

WHO'S NEXT?, INC.

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is WHO'S NEXT?, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and 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 100 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared By:
Paul Franson
150 S. University Drive, Suite C
Plantations, FL 33324
(954) 472-9144

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ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 6704 Biscayne Boulevard, Miami, FL 33138. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director; however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and the initial corporate officer is:

Office	Name	Address
President/Treasurer/Secretary	Vilma Munante	6704 Biscayne Boulevard Miami, FL 33138

ARTICLE IX

SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is:

Name	Address	Shares	Consideration
Vilma Munante	6704 Biscayne Boulevard Miami, FL 33138	100%	\$100

ARTICLE X

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation made.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

That WHO'S NEXT?, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Miami, the County of Broward, State of Florida, hereby designates Vilma Munante, as registered agent, to accept services within the State. The registered office of the corporation shall be: 6704 Biscayne Boulevard, Miami, FL 33138.

ARTICLE XII

INCORPORATOR

The name and street address of the incorporator is:

NAME

ADDRESS

Vilma Munante

6704 Biscayne Boulevard
Miami, FL 33138

WITNESS the hand and seal of the incorporator in Broward County, State of Florida, this
_____ day of June 2003.

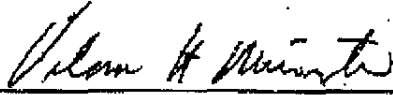

Vilma Munante

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That WHO'S NEXT?, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Vilma Munante, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Vilma Munante

Date: June 20, 2003

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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

1. The name of the corporation is WHO'S NEXT?, INC.
2. The name and address of the registered agent and office is:

Vilma Munante
6704 Biscayne Boulevard
Miami, FL 33138


Vilma Munante

Date: June 20, 2003

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 am familiar with and accept the obligations of my position as registered agent.


Vilma Munante

Date: June 20, 2003

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