

Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

WHY US, INC.

Certificate of Status	0
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Electronic Filing Menu

Corporate Filing

Public Access Help

5

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ARTICLES OF INCORPORATION

OF

WHY US, INC., a Florida Corporation

The undersigned incorporator does hereby make, subscribe, file and acknowledge the following Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act ("Act").

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

WHY US, INC., a Florida corporation

ARTICLE II

DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 11705 S. Island Rd., Cooper City, Florida 33026.

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ARTICLE V

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock, par value \$.01 per share. The consideration for all of said stock shall be payable in cash, property, real and personal, labor or services or any benefit to the corporation in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this Corporation in the State of Florida is 11705 S. Island Rd., Cooper City, Florida 33026, and the initial registered agent of this Corporation at that address shall be JAY EDELSON.

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Jay Edelson
11705 S. Island Rd.
Cooper City, Florida 33026

ARTICLE VIII

DIRECTOR CONFLICT OF INTEREST

No other contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this

corporation, provided that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, whether now or hereafter in effect.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT

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

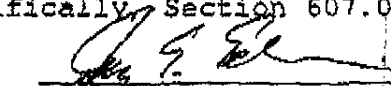
IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 17 day of October, 2003.


Jay Edelson, Incorporator

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THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Act, including, specifically, Section 607.0505.


Jay Edelson,
Registered Agent

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