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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

whereElse corporation

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
WhereElse Corporation

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: WhereElse Corporation

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 3800 BATTERSEA RD., MIAMI, FL 33133.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having an individual par value of 5.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall: CLAUDIA VELASQUEZ, 3800 BATTERSEA RD., MIAMI, FL 33133.

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRES/SEC

LUIS FELIPE CANO

3350 KEYSTONE AVE. #6
LOS ANGELES, CA 90034

VICE-PRESIDENT

CLAUDIA VELASQUEZ

3800 BATTERSEA RD.
MIAMI, FL 33133

ARTICLE VIII

The name and address of the Incorporator executing these Articles of Incorporation is:

Empire Corporate Kit of America, Inc.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 2ND day of NOVEMBER, 2004.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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.

First that WhereElse CORPORATION
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named
CLAUDIA VELASQUEZ located at
(Name of registered agent)
3800 BATTERSEA RD
MIAMI - FL 33133, County of MIAMI - DADE State
(City) (County)
of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE X

Manoel T. Delaney
REGISTERED AGENT
CLAUDIA VELASQUEZ
3800 BATTERSEA RD
MIAMI - FLORIDA 33133

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