

**Electronic Articles of Incorporation
For**

P06000035325
FILED
March 10, 2006
Sec. Of State
clewis

WHYTWO HOLDINGS INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
WHYTWO HOLDINGS INC.

Article II

The principal place of business address:
12955 BISCAYNE BLVD.
SUITE 402
MIAMI, FL. US 33181

The mailing address of the corporation is:
12955 BISCAYNE BLVD.
SUITE 402
MIAMI, FL. US 33181

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
2000 SHARES ISSUED @ .01 PAR VALUE

Article V

The name and Florida street address of the registered agent is:
LEONARD ROSENBERG
12955 BISCAYNE BLVD.
SUITE 402
MIAMI, FL. 33181

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: LEONARD ROSENBERG

Article VI

The name and address of the incorporator is:

KERRY WALSH
INCORPORATETIME.COM, INC.
35-37 CARLETON AVE., SUITE 200
ISLIP TERRACE, NY 11752

Incorporator Signature: KERRY WALSH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P/VP
LEONARD ROSENBERG
12955 BISCAYNE BLVD. SUITE 402
MIAMI, FL. 33181 US

Title: S/T
LEONARD ROSENBERG
12955 BISCAYNE BLVD. SUITE 402
MIAMI, FL. 33181 US

Title: D
LEONARD ROSENBERG
12955 BISCAYNE BLVD. SUITE 402
MIAMI, FL. 33181 US