

P06000/10563

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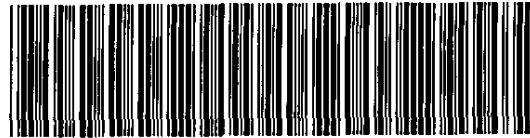
(Business Entity Name)

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06 AUG 23 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MP
8/24

LAW OFFICES OF C. ANTHONY RUMORE, P.A.

500 East Broward Boulevard

Suite: 1620

Fort Lauderdale, FL 33301

TELEPHONE: (954) 942-2414

FAX: (954) 942-2415

August 22, 2006

Florida Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: WHO'S NEXT ENTERPRISES, INC.

TO WHOM IT MAY CONCERN:

Enclosed with this letter, to be filed with the Division of Corporations, Department of State, are the executed Articles of Incorporation for business entity **WHO'S NEXT ENTERPRISES, INC.**, together with the corresponding check in the amount of **\$78.75**, to cover the cost of filing, Registered Agent and Certificate of Status. Please deliver the filed document to:

**C. Anthony Rumore, Esq.
500 East Broward Blvd., Ste: 1620
Fort Lauderdale, FL 33394**

Very truly yours,

A handwritten signature in black ink, appearing to be 'CAR', followed by a long horizontal line.

C. Anthony Rumore

ARTICLES OF INCORPORATION
OF
WHO'S NEXT ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation ("Corporation") is: WHO'S NEXT ENTERPRISES, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
INITIAL PRINCIPAL OFFICE

The street and mailing address of the corporation's initial principal office is:

4243 NW 88TH AVENUE
SUNRISE, FL 33351

ARTICLE V
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$0.10 per share.

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**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

MARLON ANTONIO GAY
4243 NW 88TH AVENUE
SUNRISE, FL 33351

**ARTICLE VIII
DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time according to the bylaws. The initial directors shall be:

MARLON ANTONIO GAY
4243 NW 88TH AVENUE
SUNRISE, FL 33351

**ARTICLE IX
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

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Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE X OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

ARTICLE XI INCORPORATORS

The names and residence address of the incorporator is:

MARLON ANTONIO GAY
4243 NW 88TH AVENUE
SUNRISE, FL 33351

Marlon Antonio Gay
Incorporator

Date: 8/10/06

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TALLAHASSEE, FLORIDA

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.

Marlon Antonio Gay
Marlon Antonio Gay

8/10/06
Date