

03/15/2007

14:45

3054487-37

SMGOL

PAGE 67/04

Page 1 of

P07000033784

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000064443 3)))



H07000064443ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : SANCHEZ-MEDINA & ASSOCIATES, P.A.
Account Number : I20030000135
Phone : (305) 448-4344
Fax Number : (305) 448-7887

FILED
MAR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Why Not Group, Corp

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

(((H07000064443 3)))

ARTICLES OF INCORPORATION OF**WHY NOT GROUP CORP.**

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is Why Not Group, Corp.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are c/o Federico Loguzzo, 12731 SW 63 Circle Terrace, Miami, Florida, 33183.

**ARTICLE III. DURATION AND COMMENCEMENT
OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV. NATURE OF BUSINESS

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

ARTICLE V. CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

(((H07000064443 3)))

FILED
07 APR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H07000064443 3)))

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Roland Sanchez-Medina, Jr.
The street address of the corporation's initial registered office is Sanchez-Medina & Associates,
P.A., The Colonnade - Suite 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Roland
Sanchez-Medina Jr., Sanchez-Medina & Associates, P.A., The Colonnade - Suite 302, 2333 Ponce
de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of
Directors and the shareholders.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator,
any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 12th day of March, 2007.



Roland Sanchez-Medina Jr.

(((H07000064443 3)))

(((H07000064443 3)))

CERTIFICATE OF REGISTERED AGENT OF

WHY NOT GROUP, CORP.

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That Why not Group, Corp., desiring to organize under the laws of the State of Florida with its principal office at, County of Miami-Dade, State of Florida, has named Roland Sanchez-Medina, Jr., as its agent to accept service of process within this State.

Acknowledgment

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 12th day of March, 2007.



Roland Sanchez-Medina Jr.

F:\Admin\ArticlesIncorp for WhyNotGroup.DOC

FILED
07 MAR 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H07000064443 3)))