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From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
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FLORIDA PROFIT/NON PROFIT CORPORATION

WHAT ABOUT CITIES, INC.

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**ARTICLES OF INCORPORATION
OF
WHAT ABOUT CITIES, INC.**

ARTICLE I - Name and Address

The name of this corporation is WHAT ABOUT CITIES, INC. The principal office and mailing address of the corporation is 4020 Tampa Road, Oldsmar, Florida 34677.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4020 Tampa Road, Oldsmar, Florida 34677, and the name of the initial registered agent of this corporation at that address is SCOT MONETTE.

ARTICLE V - Incorporator

The name of the person signing these Articles is SCOT MONETTE whose address is 4020 Tampa Road, Oldsmar, Florida 34677.

ARTICLE VI - Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation shall be two, and the names and addresses of the persons sworn to serve as the Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
SCOT MONETTE	4020 Tampa Road, Oldsmar, FL 34677
SADIESHA TURNER	5823 Bowen Daniel Drive, Unit 1401, Tampa, FL 33616

Prepared By:
Michael G. Little, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
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Clearwater, Florida 33756
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Bar No. 0861677

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ARTICLE VII - OFFICERS

The names and addresses of the persons who shall serve in the offices designated opposite their names until successors are designated by the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
SCOT MONETTE	President/Secretary/ Treasurer	4020 Tampa Road Oldamar, FL 34677
SADIESHA TURNER	Vice President	5823 Bowen Daniel Drive Unit 1401 Tampa, FL 33616

ARTICLE VIII - Indemnification

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

ARTICLE IX - Amendment

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

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 23 day of February, 2009.


SCOT MONETTE, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, WHAT ABOUT CITIES, INC., desiring to organize under the laws of the State of Florida, hereby designates the undersigned as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated: February 23, 2009


SCOT MONETTE

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