

(SAMPLE LETTER OF TRANSMITTAL)

P916000037657

Date April 23rd, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

04/23/96 - 011044-0112
1111122.50 1111122.50

Re: WHAT TO DO, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



René d'Anjou
(individual's name)

WHAT TO DO
(name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95-APR 26 PM 3:01

René d'Anjou GAVE
AUTHORIZATION BY PHONE TO
CORRECT B.A. Address
DATE 5/1/96
DOC. EXAM cf

MAILING ADDRESS OF CORPORATION		
616 Atlantic Shores Blvd. Suite "B"		
Hallandale, FL. 33009		
PHONE		
(954)	457-0655	
Area Code	Number	Ext.

cf 5/1/96

ARTICLES OF INCORPORATION

of

WHAT TO DO Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

WHAT TO DO Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	René d'Anjou		
ADDRESS	616 ATLANTIC SHORES BLVD. SUITE B		
CITY	Hallandale	FLORIDA	ZIP 33009

The principal office, if known, or the mailing address of the corporation is:

NAME	WHAT TO DO INC.		
ADDRESS	616 Atlantic Shores Blvd. Suite "B"		
CITY	Hallandale	FLORIDA	ZIP 33009

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	René d'Anjou		
ADDRESS	400 Leslie Dr. Apt. 429		
CITY	Hallandale,	STATE FLORIDA	ZIP 33009
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	René d'Anjou		
ADDRESS	400 Leulie Dr. Apt. 429		
CITY	Hallandale,	STATE	Florida
		ZIP	33009
NAME			
ADDRESS			
CITY		STATE	
		ZIP	
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd, day of April, 19 96.

(Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

[Signature]
Signature

Florida's Driver License
D52073642411
Form of Identification

Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that René d'Anjou executed these Articles of Incorporation, that I relied upon the form 5 of identification of the above named person as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL



SHELLEY MAE CLARK
My Commission CC374289
Expires May, 22, 1998

Witness my hand and official seal in the County and State last aforesaid this 23rd day of April, 19 96.
[Signature]
Notary Signature
Shelley Mae Clark
Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 26 PM 3:07

WHAT TO DO INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 616 Atlantic Shores Blvd. Suite "B"

Hallandale, FL 33009

has named René d'Anjou

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)