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DeFABIO AND PENN, P.A.

ATTORNEYS AT LAW

SUITE 430

2121 PONCH DR. LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-7200

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GEORGE J. DeFABIO  
LEONARD P. PENN

July 26, 1995

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

700001907987  
-07/30/96--01093--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: WHAT'S UP AMERICA, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of WHAT UP AMERICA, INC., check in the amount of \$122.50 for filing fee and a self address stamped envelope for return of same.

Very truly yours,

  
George J. DeFabio

GJD/tp  
Encls.

FILED  
96 JUL 29 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 7/31/96

ARTICLES OF INCORPORATION

OF

WHAT'S UP AMERICA, INC.

FILED

96 JUL 29 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be WHAT'S UP AMERICA, INC.

ARTICLE II

DURATION

This corporation is to have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity 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 Six Hundred Sixty (660) shares of all one class at One (\$1.00) Dollar each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors. The sale, assignment, encumbrance, involuntary transfer or transfer by operation of law of all issued shares shall be subject to the consent and approval by a majority of the issued shares.

**ARTICLE V**

**CORPORATE ADDRESS**

The initial street address in the State of Florida of the principal office of this corporation is as follows:

2121 Ponce de Leon Blvd.  
Suite# 430  
Coral Gables, Florida 33134

**ARTICLE VI**

**INITIAL REGISTERED AGENT**

The initial Registered Agent of this corporation is as follows:

GEORGE J. DeFABIO, ESQUIRE  
2121 Ponce de Leon Boulevard  
Suite 430  
Coral Gables, Florida 33134

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of by By-Laws of the corporation in the manner provided by law, but shall never be less than one.

**NAME**

**ADDRESS**

FRANCISCO BATISTA

3112 New Mexico Avenue N.W.  
Washington, D.C. 20016

DR. THOMAS STAEDTER

Immel Kammer Strasse 8  
82008 Unterhadling  
MUNICH, GERMANY

**ARTICLE VIII**

**INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

**NAME**

HANS-PETER LINDLBAUER

**ADDRESS**

Garmischer Strasse 8  
D-80339 MUNICH  
GERMANY

**ARTICLE IX**

**AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend, or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

**ARTICLE X**

**INDEMNIFICATION**

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

**ARTICLE XI**

**INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**

**AMENDMENT OF ARTICLES**

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


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
HANS-PETER LINDLBAUER

STATE OF FEDERAL REPUBLIC OF GERMANY  
LAND BAVARIA  
CITY OF MUNICH  
CONSULATE GENERAL OF THE  
UNITED STATES OF AMERICA } SS  
COUNTY OF

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgements, personally appeared HANS-PETER LINDLBAUER, who produced his German passport identification, or who is well know to me to the person described in these Articles of Incorporation and who executed same, as incorporator and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 23rd day of July 1996.

Sign:   
Print: RUSSEL J. BROWN  
NOTARY PUBLIC, Vice Consul of the  
United States of America

~~My Commission Expires:~~

Expiry No. 337  
Term No. 10  
Fee Paid: U.S. \$ 10.00  
Local C.O. Reg. No. 00000000

**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That WHAT'S UP AMERICA, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Dade, State of Florida, has named GEORGE J. DeFABIO, located at 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida, as its registered agent to accept service of process.

**ACKNOWLEDGEMENT**

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

By: George J. DeFABIO

STATE OF FLORIDA )

COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, a Notary Public, and duly authorized in the State and County above named to take acknowledgements, personally appeared GEORGE J. DeFABIO, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 20th day of July, 1996.

Sign: Tamara E. Padilla  
Print: Tamara E. Padilla  
NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:



OFFICIAL SEAL  
TAMARA E. PADILLA  
My Commission Expires  
Oct. 29, 1996  
Comm. No. CC 239417