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AME: WHO CARES, INC.

AUDIT NUMBER.....H97000003852

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 6, 1997

EMPIRE

SUBJECT: WHO CARES, INC.  
REF: W97000005300

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: E97000003852  
Letter Number: 597A00011593

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ARTICLES OF INCORPORATION  
OF  
WHO CARES, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be WHO CARES, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having One (\$1.00) Dollar par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00)

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually.

Prepared by: Charles L. Simon  
600 S.W. 4th Avenue, Suite 111  
Ft. Lauderdale, FL 33315  
(954) 522-8366 Bar #240753

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ARTICLE VI

ADDRESS

The initial street address of the registered office of this Corporation in the State of Florida shall be 4900 N. Ocean Blvd., Fort Lauderdale, Florida 33308.

The initial principal office address of the Corporation shall be : 4900 N. Ocean Blvd  
Ft. Lauderdale, FL 33308

ARTICLE VII

REGISTERED AGENT

The Registered Agent of this Corporation shall be STEPHEN EFFRON, 4900 N. Ocean Blvd., Ft. Lauderdale, FL 33308

I do hereby accept the duties and responsibilities as registered agent.

Accepted this 7<sup>th</sup> day of March, 1997.

  
STEPHEN EFFRON

ARTICLE VIII

DIRECTORS

This Corporation shall have one (1) Director, initially. The number of Directors may be increased and decreased from time to time by the By-Laws adopted by the Shareholders. The initial Director of the Corporation shall be

STEPHEN EFFRON 4900 N. Ocean Blvd.  
Ft. Lauderdale, FL 33308

ARTICLE IX

SUBSCRIBERS

The name and street address of the Subscriber of these Articles of Incorporation, and the number of shares of stock he has agreed to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
STEPHEN EFFRON	4900 N. Ocean Blvd. Ft. Lauderdale, FL 33308	5

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ARTICLE X

EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and proposed by them at the Shareholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the Shareholders signs a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLES XII

INCORPORATOR

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII

INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:


NAME

ADDRESS

STEPHEN EFFRON

4900 N. OCEAN BLVD.  
FT. LAUDERDALE, FL 33308

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 7<sup>th</sup> day of March, 1997.

  
STEPHEN EFFRON, Incorporator

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STATE OF FLORIDA                    }  
                                          } ss:  
COUNTY OF BROWARD                }

The foregoing was acknowledge before me, a Notary Public of the State of Florida, this 7<sup>th</sup> day of March, 1997, by STEPHEN EFFRON, who is personally known to me or who produced his driver's license as identification, and who did (did not) take an oath.

WITNESS my hand and official seal.

*Jacqueline S. Laub*  
Notary Public, State of Florida

My Commission expires:



Jacqueline S. Laub  
MY COMMISSION #00580602 EXPIRES  
JUNE 11, 2000  
BONDED TRUSTEES INSURANCE, INC.



Jacqueline S. Laub  
MY COMMISSION #00580602 EXPIRES  
JUNE 11, 2000  
BONDED TRUSTEES INSURANCE, INC.

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