

**P9700048460**

HAZARD CORPORATION INDUSTRIES, INC.

Requester's Name

890 S.W. 87 AVENUE, SUITE: 100

Address

MIAMI, FLORIDA 33174 (305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

500002190105--8

-05/23/97--01095--008

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. WHY NOT, INCORPORATED  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

FILED  
 97 JUN -2 PM 4:29  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

MAY 23 1997 BSB

W97-12223

6/2/97



RECEIVED

97 JUN -2 PM 2: 54

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

DIVISION OF CORPORATION

May 23, 1997

LAZARUS

TALLAHASSEE, FL

SUBJECT: WHY NOT, INCORPORATED  
Ref. Number: W97000012223

We have received your document for WHY NOT, INCORPORATED and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 397A00028257

# ARTICLES OF INCORPORATION OF

O' WHY NOT!, INCORPORATED

97 JUN -2 PM 4: 29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do by this certificate set forth:

## ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation")

O' WHY NOT!, INCORPORATED

## ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To provide sales and services; marketing, training and promotional services; telemarketing; general marketing, training and promotional services; administrative, personal and business-related services.

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including without limitation, all types of stocks, bonds, debentures, originations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts, or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner,

including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect to said stocks or other securities, to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of holding company and to purchase and acquire any commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To engage in the sales and commission business in the representation of sales and services, telemarketing, general marketing and promotional enterprises which require the use and services of a sales and commission agency, and to do all things necessary in connection with the operation of a sales and commissions agency; as well as to engage in other similar and allied businesses incidental to a sales and commission agency which said agency will operate both within and without the continental limits of the United States of America.

(f) To own, conduct, operate and maintain an office or offices, providing and otherwise dealing in sales and services, marketing, training and promotional services; telemarketing; general marketing, training and promotional services; administrative, personal and business-related services.

(g) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings; to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

(h) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

### ARTICLE III

The stock of this Corporation shall be divided into Five Hundred (500) shares of stock of one dollar (\$1.00) par value per share, all of one class, namely, Common Stock, and having an aggregate no par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

### ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00)

### ARTICLE V

The principal place of business of the Corporation shall be at 8355 S.W. 82nd Terrace, Miami, Florida 33143 with privilege of having branch offices within and without the State of Florida.

### ARTICLE VI

This Corporation shall have perpetual existence.

### ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

PRESIDENT/Director: JAY SEARLE  
8355 S.W. 82 TERRACE  
MIAMI, FLORIDA 33143

**ARTICLE VIII**

The number of directors of the Corporation shall be

ONE (1)

**ARTICLE IX**

The names and post office address of the <sup>incorporator</sup> who shall hold office until his successors are elected or appointed or have qualified is:

President: JAY SEARLE  
8355 S.W. 82 TERRACE  
MIAMI, FLORIDA 33143

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledge to be filed in the office of the Secretary of State, the foregoing Certificate of Incorporation, this 19 day of 1997.

Jay Searle (SEAL)  
JAY SEARLE

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DADE     )

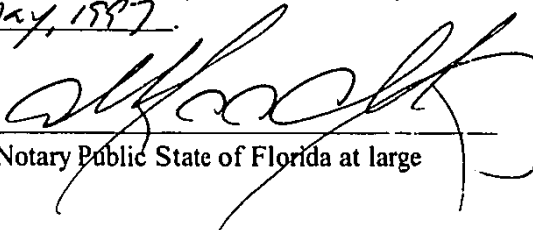
SS:

**BEFORE ME**, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared

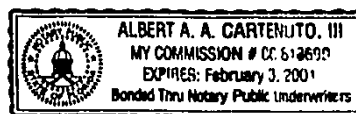
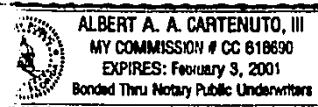
**JAY SEARLE**

who are personally known by me or produced \_\_\_\_\_ as identification and each severally acknowledged before me that they signed the foregoing Articles of Incorporation for the purpose therein expressed.

**WITNESS** my hand and official seal at the City of Miami, County of Dade, State of Florida, this 19<sup>th</sup> day of May, 1997.

  
Notary Public State of Florida at large

My Commission Expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.901, FLORIDA STATUTES  
THE FOLLOWING IS SUBMITTED:

FIRST THAT:

O' WHY NOT!, INCORPORATED  
(name of the Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF  
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS  
NAMED:

**ALBERT A. A. CARTENUTO, III, ESQ.**

LOCATED AT:

**11314 SOUTHWEST 147TH PLACE, SUITE 100,  
CITY OF MIAMI, STATE OF FLORIDA, 33196**

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE: \_\_\_\_\_

(CORPORATE OFFICER)

TITLE: PRESIDENT

DATE: 5-19-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE STATED CORPORATION, AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

(REGISTERED AGENT)

DATE: 5-20-97

FILED  
97 JUN -2 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA