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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WE HELP YOU SELL, INC.

AUDIT NUMBER.....H97000011625

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

CERT. OF STATUS..0

PAGES..... 5

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 17, 1997

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SUBJECT: WE HELP YOU SELL, INC.  
REF: W97000016513

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ARTICLES OF INCORPORATION  
OF  
WE HELP YOU SELL, INC.

**ARTICLE I. NAME:** The name of this corporation is WE HELP YOU SELL, INC.,  
a Florida Corporation.

**ARTICLE II. NATURE OF BUSINESS:** The general nature of the business to  
transacted by this corporation is: the corporation may engage in any activity or business  
permitted under the laws of the United States and 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 time is One Hundred (100) shares of  
One dollar (\$1.00) par value common stock.

**ARTICLE IV. TERM OF EXISTENCE:** This corporation shall exist perpetually.

**ARTICLE V. ADDRESS:** The initial post office address of the principal office of this  
corporation is 433 Lake Helen Drive, W. Palm Beach, FL 33411.

**ARTICLE VI. SUBSCRIBERS:** The names and addresses of the subscribers are  
as follows:

NAME

ADDRESS

PHILLIP WERNICK

433 Lake Helen Drive  
W. Palm Beach, FL 33411

The number of shares of stock each agrees to take and the value of the consideration is  
as follows:

NAME

SHARES

CONSIDERATION

Phillip Wernick

100

\$100.00

**ARTICLE VII. DIRECTORS:**

Section 1. The business affairs of this corporation shall be managed by the Board

Prepared by: J. Steven Reynozos, Esq. (FBN. 334856)  
P.O. Box 15782 W. Palm Bch., FL 33411  
(561) 684.0000

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of Directors. This corporation shall have ONE (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws, but shall never be less than one (1).

Section 2. The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

PHILLIP WERNICK

433 Lake Helen Drive  
W. Palm Beach, FL 33411

ARTICLE VII. OFFICERS:

Section 1. The officers of the corporation shall be a President, any number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided by the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President PHILLIP WERNICK

Treasurer PHILLIP WERNICK

Secretary PHILLIP WERNICK

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided by the by-laws.

ARTICLE IX. BY-LAWS:

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders entitled to vote.

ARTICLE X. AMENDMENTS:

Section 1. The Articles of Incorporation may be amended at a special meeting of


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the shareholders called for that purpose by One hundred percent (100%) vote of those persons entitled to vote.

Section 2. Amendments may also be made at a regular meeting of the shareholders upon notice given, as provided by the by-laws, of intention to submit such amendments.

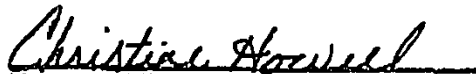
IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 14 day of July, 1997, for the purpose of forming this corporation under the laws of the State of Florida.

  
J. STEVEN REYNOLDS, as attorney for PHILLIP WERNICK

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a notary public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared J. STEVEN REYNOLDS, as attorney for PHILLIP WERNICK, who is personally known to me and who did not take an oath, who is the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of July, 1997.

  
Christine Howell  
Notary Public  
Commission No.



H97000011625

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

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

First That WE HELP YOU SELL, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of W. Palm Beach, Palm Beach County, Florida, has named J. STEVEN REYNOLDS at 1803 Australian Avenue South, Suite A, W. Palm Beach, FL 33409 as its agent to accept service of process within this state.

**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 provision of said Act relative to keeping open said office.

  
J. STEVEN REYNOLDS

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