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LAW OFFICES
OF

ANDREW N. CASSAS

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Reply to: Delray Beach Office

August 25, 1997

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

200002279592--4

RE: WHY WORK, INC.

-08/28/97--01052--006
****122.50 ****122.50

Dear Sir\Madam:

I have enclosed the original and one copy of Articles of Incorporation relative to the above, along with a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) to cover the filing fees. Kindly return one certified copy of the Articles of Incorporation to the above address.

If you have any questions concerning the above, please contact me at 561/274-4911.

Thank you for your courtesy in this matter.

Sincerely,



Andrew N. Cassas

ANC:mfa
Enclosures

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WHY WORK, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is WHY WORK, Inc.

ARTICLE II - NATURE OF BUSINESS

The general character, purpose and nature of business to be transacted by this corporation is as follows:

- (a) To operate a restaurant and bar business.
- (b) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate real estate of all kinds improved, or any right of interest therein.
- (c) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.
- (d) To carry on in any capacity any business or trade deemed legal in the State of Florida.
- (e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (g) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.
- (h) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE VIII - DIRECTORS

The Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS/OFFICERS

The names and street addresses of the initial directors and officers who shall hold office until their successors are elected and have qualified are as follows:

Dave Sherman-President/Treasurer- 2650 N.E. 20th Street,
Pompano Beach, FL 33062.
Fredrick Sherman-Vice-President/Secretary- same address

ARTICLE X - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take, and the value of the consideration therefor are as follows:

<u>Name\Address</u>	<u>Number of Shares</u>	<u>Amount</u>
Dave Sherman- 2650 N.E. 20th St. Pompano Beach, FL 33062	50	\$50.00
Fredrick Sherman- 2650 N.E. 20th St. Pompano Beach, FL 33062	50	\$50.00

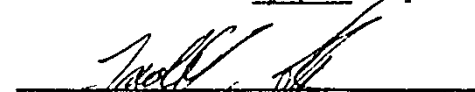
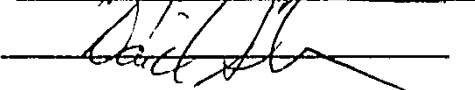
ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date that the Articles are filed.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 25th day of August, 1997.

 (Seal)
 (Seal)

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me on the 25th day of August, 1997, by Dave Sherman and Fredrick Sherman who produced _____ as identification of who are personally known by me to be the persons who executed the

elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business is \$100.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this Corporation is to be at 2650 N.E. 20th Street, Pompano Beach, Florida 33062. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.0505, Florida Statutes, the following is submitted in compliance with said Act:

That WHY WORK, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Pompano Beach, County of Broward, has named David Sherman, located at 2650 N.E. 20th Street, Pompano Beach, Florida 33062 as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA