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TRANSMITTAL LETTER

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97 SEP -2 AM 9:53

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: WHAT WENT WRONG?, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00

Filing Fee

\$78.75

Filing Fee
& Certificate

\$122.50

Filing Fee
& Certified Copy

\$131.25

Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

JAMES DERRICO

Name (printed or typed)

800002282898--4

-03/02/97--01150--003

*****78.75 *****78.75

9465 BRITANY PATH

Address

INVERNESS, FLA. 34452

City, State & Zip

(352) 563-4573

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

P. Hall 18EP - 3 1997

ARTICLES OF INCORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I NAME

The name of the corporation shall be:

WHAT WENT WRONG?, INC.

Article II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9465 Brittany Path, Inverness, Florida 34452

Article III SHARES

The corporation is authorized to issue one hundred shares of stock.

Article IV INITIAL REGISTERED AGENT AND STREET ADDRESS

James Derrico
c/o What Went Wrong?, Inc.
9465 Brittany Path
Inverness, Fla. 34452

Signature



Article V CORPORATE OFFICERS

The Board of Directors, Chief Executive Officer, and sole shareholder shall be James Derrico. The corporation shall assume all personal and corporate liability for the decisions and actions of the corporate officers.

Article VI INCORPORATOR

James Derrico
c/o What Went Wrong?, Inc.
9465 Brittany Path
Inverness, Fla. 34453

The undersigned incorporator has executed these Articles of Incorporation this 27 day of

August, 1997. Signature James Derrico

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

WHAT WENT WRONG?, INC.

2. The name and address of the registered agent and office is:

James DePrico
(NAME)

9465 BRITTANY PATH
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

ENVERNESS, FLA. 34452
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James DePrico
(SIGNATURE)

8/27/97
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314