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AVIS & AVIS, P.A.

ATTORNEYS AT LAW

CRYSTAL TREE CENTRE, SUITE 435

(201 U.S. HIGHWAY ONE

NORTH PALM BEACH, FLORIDA 33408

TELEPHONE (561) 622-3400

FACSIMILE (561) 622-0565

E-MAIL: avislaw@aol.com

WARREN E. AVIS, JR.*

DEBORAH K. AVIS**

MARINA D. PETILLO***

THEODORE T. TARONE, JR.

RICHARD D. GROW*⁴

OF COUNSEL

*ALSO ADMITTED IN MICHIGAN

**ALSO ADMITTED IN SOUTH CAROLINA

***ALSO ADMITTED IN NEW YORK

⁴ALSO ADMITTED IN DISTRICT OF COLUMBIA

PALM BEACH OFFICE

FIRST UNITED BANK BLDG., SUITE 203

180 ROYAL PALM WAY

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 659-0200

FACSIMILE (561) 659-0942

PLEASE REPLY TO:

October 17, 1997

North Palm Beach

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

800002324898-4
10/20/97-01187-005
*****78.75 *****78.75

Re: Where It's At, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00

\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.


Warren E. Avis, Jr.

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 20 PM 1:05

ST
10/22

**ARTICLES OF INCORPORATION
OF
WHERE IT'S AT, INC.**

FILED
SECRETARY OF CORPORATIONS
97 OCT 20 PM 1:05

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

ARTICLE I

NAME

The name of the corporation shall be:

WHERE IT'S AT, INC.

ARTICLE II

PRINCIPAL OFFICE

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

360 Franklin Road
Tequesta, Florida 33469

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

Stephen Burlington
360 Franklin Road
Tequesta, Florida 33469

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Stephen Burlington
360 Franklin Road
Tequesta, Florida 33469

ARTICLE VI

OFFICERS AND DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

Stephen Burlington
360 Franklin Road
Tequesta, Florida 33469

The names and street addresses of the initial officers are:

President:

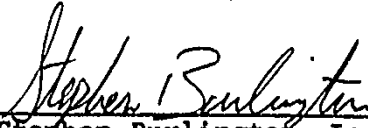
Stephen Burlington
360 Franklin Road
Tequesta, Florida 33469

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this _____ day of _____, 1997


Stephen Burlington, Incorporator

STATE OF FLORIDA)
)
PALM BEACH COUNTY) SS.

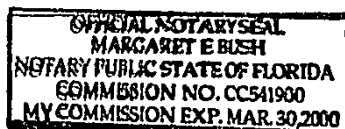
Before me personally appeared Stephen Burlington, to me well known to be the person described and who produced FLA D/L B645-788-72-010-0 as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 17th day of October, 1997.

Margaret E Bush
Notary Public, State of Florida at Large

MARGARET E BUSH
Name of Acknowledger

My Commission Expires:



CERTIFICATE OF DESIGNATION

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:

WHERE IT'S AT, INC.

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

Stephen Burlington
360 Franklin Road
Tequesta, Florida 33469

SIGNATURE

Stephen Burlington

TITLE

Incorporator

DATE

HAVING BEEN NAMED AS A 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.

SIGNATURE

Stephen Burlington
Stephen Burlington

DATE

FILED
SECRETARY OF CORPORATIONS
91 OCT 20 PM 1:05