

P98000016489



ACCOUNT NO. : 072100000032

REFERENCE : 712721 4352702

AUTHORIZATION : Patricia Pizute

COST LIMIT : \$ 122.50

ORDER DATE : February 19, 1998

ORDER TIME : 2:14 PM

ORDER NO. : 712721-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34236

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 AM 8:22

DOMESTIC FILING

NAME: HERE WE ARE, INC.

700002435737--1

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

g 2/20/98

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
HERE WE ARE, INC.

FILED
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DIVISION OF CORPORATIONS
98 FEB 19 AM 8:22

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Here We Are, Inc.

2. Principal Office. The principal office of the Corporation is:

3308 East Forest Lake Drive
Sarasota, Florida 34232

3. Mailing Address. The mailing address of the Corporation is:

3308 East Forest Lake Drive
Sarasota, Florida 34232

4. Authorized Shares. The Corporation is authorized to issue 10,000 shares of common stock having a \$0.01 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

J. Hugh Middlebrooks, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

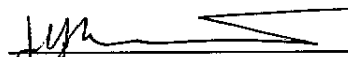
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

J. Hugh Middlebrooks, Esq.
200 South Orange Avenue
Sarasota, Florida 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 17th day of February 1998.


J. Hugh Middlebrooks, Esq.
Incorporator and Registered Agent

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