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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -1 AM 10:30

TRANSMITTAL LETTER

March 27, 1998

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

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-04/01/98--01018--010

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

Subject: THE WAY WE WERE, INC.

Enclosed is check No. 1766 in the amount of \$78.75 representing:

- Payment of the filing fee
- Payment for the designation of registered agent
- Payment for Certificate of Status

Also enclosed are the original and a copy of the articles of incorporation and the original and a copy of certificate of designation of registered agent.

FROM: Roberta Montero
4211 Aurora Street
Coral Gables, FL 33146
(305) 443-6650


Roberta Montero

THE WAY WE WERE, INC. LTD

D. BROWN APR - 3 1998

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**ARTICLES OF INCORPORATION
OF**

THE WAY WE WERE, INC.

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

ARTICLE I - NAME

The name of the Corporation shall be: THE WAY WE WERE, INC.

ARTICLE II - PRINCIPAL OFFICE

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

4211 Aurora Street
Coral Gables, FL 33146

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares, all of which shall be common stock having a par value of one (\$1.00) dollar per share.

ARTICLE VI - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Roberta Montero
4211 Aurora Street
Coral Gables, FL 33146

ARTICLE VIII - NAME AND ADDRESS OF INCORPORATOR

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

Roberta Montero
4211 Aurora Street
Coral Gables, FL 33146

ARTICLE IX - DIRECTORS

The initial Board of Directors shall consist of two (2) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's Bylaws.

The names and addresses of the members of the First Board of Directors is:

Roberta Montero	Joan Graham
4211 Aurora Street	16631 SW 81 st Avenue
Coral Gables, FL 33146	Miami, FL 33157

ARTICLE X - OFFICERS

The names, addresses and titles of the initial officers of the Corporation is:

Roberta Montero	Joan Graham
President & Secretary	Vice President & Treasurer
4211 Aurora Street	16631 SW 81 st Avenue
Coral Gables, FL 33146	Miami, FL 33157

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.


**ARTICLE XII - REIMBURSEMENT FOR ORGANIZATIONAL
AND CERTAIN OTHER PRE-INCORPORATION EXPENSES; ADOPTION
OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Directors to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII - RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of March, 1998.


Roberta Montero, Incorporator

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

Pursuant to the provision of sections 607.0501 or 617.0501, 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: **THE WAY WE WERE, INC.**
2. The name and address of the registered agent and office is:

Roberta Montero
4211 Aurora Street
Coral Gables, FL 33146

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.

Dated this 27th day of March, 1998.


Roberta Montero