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TERRY A. BROOKS, P.A.

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August 17, 1998

Department of State
ATTN: D. W. McKinnon
Director of Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

FILED
98 AUG 20 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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****122.50 ****122.50

Re: WHERE TO GO, INC.

Dear Mr. McKinnon:

I enclose herewith for filing a copy of the Articles of Incorporation of WHERE TO GO, INC., a certificate designating the registered office and registered agent for the purposes of service of process upon said corporation, and an acknowledgment by the registered agent.

Also enclosed herewith please find my check in the amount of \$122.50 for the following costs:

| | |
|---|--------------|
| Registered Agent Fee | \$ 35.00 |
| Certification of copy of Articles of Incorporation | 52.50 |
| Filing Fee | <u>35.00</u> |
| TOTAL | \$122.50 |

Please send the Certificate of Incorporation to my office by Federal Express. I have enclosed a prepared airbill for your convenience.

Your prompt attention to this matter is appreciated. If I can be of further assistance, please don't hesitate to contact me.

Very truly yours,

Terry A. Brooks

TAB/clf/levin.ltr
Enclosures

T. SMITH AUG 24 1998

ARTICLES OF INCORPORATION

OF

WHERE TO GO, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

WHERE TO GO, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

1. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share.

2. All or any portion of the capital stock may be issued in payment for real or personal property, past services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as herein set forth and when so issued shall become and

be fully paid and non-assessable, the same as though paid for in cash, and the directors shall be the sole judge of the value of the property, right or thing acquired in exchange for capital stock and their judgment of such value shall be conclusive.

3. Notwithstanding the foregoing, the corporation shall have the right to increase the number of authorized shares of capital stock either with or without nominal or par value, and to provide, in the event of such increase the designations, preferences and voting powers of such additional stock in an Amendment to its Articles of Incorporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

The initial address of the principal office of this corporation in the State of Florida will be:

2705 Windsor Hill Drive
Windermere, Florida 34786

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

1. The initial number of directors of this corporation shall be one (1).

2. The number of directors may be increased or decreased from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

3. The name and address of the initial member of the Board of Directors, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------------|--|
| Yvonne Michelle Levin | 2705 Windsor Hill Drive Windermere, Florida 34786 |

4. The initial member of this Board of Directors is hereby authorized to do and perform all acts and things necessary for or incident to the organization of this corporation.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is: Yvonne Michelle Levin, 2705 Windsor Hill Drive, Windermere, Florida 34786.

ARTICLE IX

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 by them at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

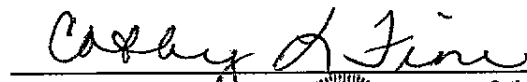

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, have set my hand and seal this 19th day of August, 1998.


YVONNE MICHELLE LEVIN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared Yvonne Michelle Levin, to me well known and well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed the said instrument for the uses and purposes described therein. Ms. Levin is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 19th day of August, 1998.


Notary Public  Cathy L. Flora
MY COMMISSION # CC503782 EXPIRES
November 20, 1999
My Commission Expires: BONDED THRU TROY FAIR INSURANCE, INC.

NOTARIAL
SEAL

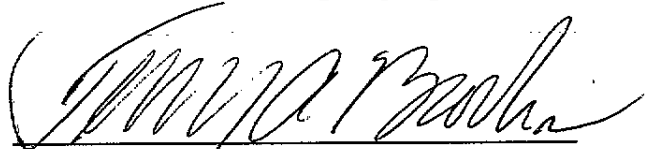
CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First...That Where to Go, 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 Orlando, County of Orange, and State of Florida, has named TERRY A. BROOKS, ESQUIRE, located at 2110 E. Robinson Street, Orlando, Florida 32803, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


TERRY A. BROOKS

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