

P98000083865
TRANSMITTAL LETTER

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

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-09/16/98--01010--017
****131.25 ****131.25

SUBJECT: Northwhale Enterprises Unlimited, 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: Leslie LaRosa
Name (Printed or typed)

13881 Orange Grove Blvd.
Address

West Palm Beach, FL 33411
City, State & Zip

(561) 792-5408 OR (561) 438-1333
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 29 AM 11:28

FILED

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1998

LESLIE LAROSA
13881 ORANGE GROVE BLVD.
WEST PALM BEACH, FL 33411

SUBJECT: WORTHWHILE ENTERPRISES UNLIMITED, INC.
Ref. Number: W98000021487

We have received your document for WORTHWHILE ENTERPRISES UNLIMITED, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00047479

ARTICLES OF INCORPORATION

OF

WORTHWHILE ENTERPRISES UNLIMITED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is WORTHWHILE ENTERPRISES UNLIMITED, INC., (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

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

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 13881 Orange Grove Boulevard, West Palm Beach, Florida 33411 and the mailing address of this Corporation is P.O. Box 30035, Palm Beach Gardens, Florida 33420.

ARTICLE 4 – INCORPORATOR

The name and address of the incorporator of this Corporation is:

Leslie Keyes LaRosa
13881 Orange Grove Boulevard
West Palm Beach, Florida 33411

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Leslie Keyes LaRosa
Vice President:	Natalie E. Germano
Secretary:	Leslie Keyes LaRosa

Treasurer:

Natalie E. Germano

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTORS

The Directors of the Corporation shall be:

Leslie Keyes LaRosa
Natalie E. Germano

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection of such issuance.

7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock,

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 – REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Leslie Keyes LaRosa located at 13881 Orange Grove Boulevard, West Palm Beach, Florida 33411. The name and address of the registered agent of this Corporation is Leslie Keyes LaRosa, 13881 Orange Grove Boulevard, West Palm Beach, FL 33411.

ARTICLE 14 – BYLAWS

The Board of Directors of this Corporation shall have the power, without the assent or vote of shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to the majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

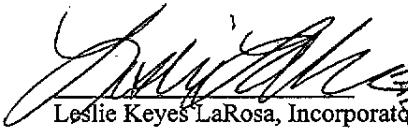
ARTICLE 15 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 – AMENDMENT

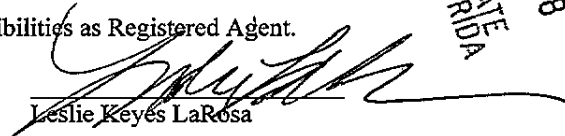
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of September 1998


Leslie Keyes LaRosa, Incorporator

Acceptance of Registered Agent designated in the Articles of Incorporation

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.


Leslie Keyes LaRosa

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TALLAHASSEE, FLORIDA