

P99000032685



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 199660 82724A

AUTHORIZATION :

*Patricia Pujate*

COST LIMIT : \$ 78.75

ORDER DATE : April 9, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 199660-005

CUSTOMER NO: 82724A

700002834687--5

CUSTOMER: Ms. Jody Vanderbilt  
MORRISON & CONROY  
MORRISON & CONROY  
3838 Tamiami Trail North  
Suite 402  
Naples, FL 34103-3507

DOMESTIC FILING

NAME: WHOODOO.COM, INC.

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: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -9 PM 2:24

RECEIVED  
99 APR -9 AM 11:30  
4/9/99

# Articles of Incorporation of

**whOOdoo.com, inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 APR -9 PM 2: 24

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

## Article 1. Name and Address

The name of the Corporation is whOOdoo.com, inc. The principal office and the mailing address of the Corporation is 1660 Trade Center Way, Naples, Florida 34109.

## Article 2. Duration

The duration of the Corporation is perpetual.

## Article 3. Purpose

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

## Article 4. Shares

The aggregate number of shares which the Corporation is authorized to issue is Two Thousand Five Hundred (2,500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5.  
Initial Registered Office and Agent

The street address of the initial Registered Office of the Corporation is Morrison & Conroy, P.A., 3838 Tamiami Trail North, Suite 402, Naples, Florida, and the name of its initial Registered Agent at that address is Kristin M. Conroy.

Article 6.  
Initial Board of Directors

The number of Directors constituting the initial Board of Directors are two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Paulo Mylla  
1660 Trade Center Way  
Naples, FL 34109

Brian Leith  
1660 Trade Center Way  
Naples, FL 34109

Article 7.  
Incorporators

The name and address of the Incorporator is as follows:

Paulo Mylla  
1660 Trade Center Way  
Naples, FL 34109

Article 8.  
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9.  
Preemptive Rights

The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 10.  
Indemnification

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 7th day of April, 19 99.

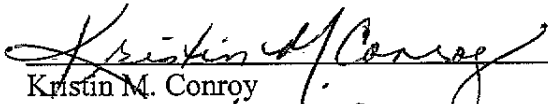
  
PAULO MYLLA

**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
— SECRETARY OF STATE —  
DIVISION OF CORPORATIONS

99 APR -9 PM 2: 24

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

  
Kristin M. Conroy  
Date: April 6, 19 99