

P99000041339

LAW & BUSINESS CENTER
STIRLING PLAZA
6700 1/2 STIRLING RD.
HOLLYWOOD, FL 33024
(954)894-8904

April 28, 1999

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

500002860555--3
-05/03/99--01120--004
*****78.75 *****78.75

Re: Have you been?, Inc.

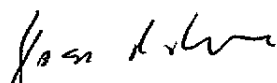
Dear Sirs:

Enclosed please find two original Articles of Incorporation and two original Certificates of designation of Registered Agent.

Kindly file and forward a filed copy to Law & Business Center, 6700 1/2 Stirling Rd
Hollywood, Fl 33024.

I am enclosing a money order in the amount of \$78.75 to cover your fee.

Truly yours,


Jose F. Carreto

Enclosures
JFC/mr

FILED
99 MAY -3 PM 5:39
DEPT. OF STATE
TALLAHASSEE, FLORIDA

SHARON

MAY 7 - 1999

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s), of a corporation pursuant to Section 607, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

Have you been?, Inc.

ARTICLE II PRINCIPAL OFFICE

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

*2380 Diana Drive, Apt.#8
Hallandale, Fl 33009*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares no par value

FILED
99 MAY -3 PM 5:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Adrian Medina
2380 Diana Drive, Apt.#8
Hallandale, Fl 33009*

ARTICLE V INCORPORATORS

The name and address(es) of the incorporator(s) to these Articles of Incorporation are:

*Adrian Medina
2380 Diana Drive, Apt.#8
Hallandale, Fl 33009*

*The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this 28th day of April, 1999.*


Adrian Medina

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

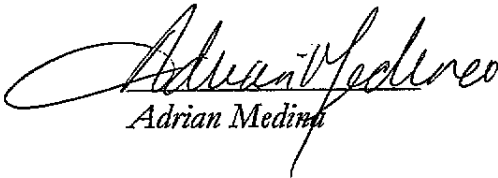
The name of the Corporation is:

Have you been?, Inc.

The name and address of the registered agent and office is:

*Adrian Medina
2380 Diana Drive, Apt.#8
Hallandale, Fl 33009*

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.


Adrian Medina

Date: 04/28/99

FILED
99 MAY -3 PM 5:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA