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HENRY ESTEVA  
OF COUNSEL

**P99000082243**  
September 8, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Why Not? Publications, Inc.  
Our File: W 503 G

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above-named corporation along with two (2) original Certificates of Designation of Registered Agent/Registered Office. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	<u>\$ 122.50</u>

Please file the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

  
Lee W. Schafer

**EFFECTIVE DATE**  
9-8-99

LWS:ekg  
Encs.

lws\w503corp.ltr

*gjc 9/17*

**ARTICLES OF INCORPORATION**

**OF**

**WHY NOT? PUBLICATIONS, INC.**

FILED  
99 SEP 13 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for the purpose of organizing a business corporation:

1. **Name.** The name of this corporation is WHY NOT? PUBLICATIONS, INC.
2. **Principal Office.** The street address of the initial principal office of the corporation is 4950 Gulf Boulevard, Unit 307, St. Pete Beach, Florida 33706.
3. **Existence and Duration.** This corporation shall begin existence on the date of execution and acknowledgment of these Articles of Incorporation and shall have perpetual existence.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The total number of shares of capital stock which the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Common Stock having no par value. The holders of Common Stock shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.
6. **Initial Registered Office and Agent.** The street address of the initial registered office of this corporation is 4950 Gulf Boulevard, Unit 307, St. Pete Beach, Florida 33706, and the name of the corporation's initial registered agent at said address is Loretta A. Bulebosh.
7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>EFFECTIVE DATE</u>
LORETTA A. BULEBOSH	4950 Gulf Boulevard, Unit 307 St. Pete Beach, Florida 33706	9-8-99


8. **Incorporators.** The name and address of the Incorporator signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
LORETTA A. BULEBOSH	4950 Gulf Boulevard, Unit 307 St. Pete Beach, Florida 33706

9. **Pre-emptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of September, 1999.

  
Loretta A. Bulebosh, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 8<sup>th</sup> day of September, 1999, by LORETTA A. BULEBOSH, who is personally known to me or who has produced her Florida driver's license as identification.

NOTARY PUBLIC

Sign: 

Print: John L. Green, Jr.  
State of Florida at Large (Seal)

My commission expires:

lws\1301.art




John L. Green, Jr.  
MY COMMISSION # CC832718 EXPIRES  
August 12, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

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

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 agent/registered office in the State of Florida:


1. The name of the corporation is WHY NOT? PUBLICATIONS, INC.
2. The name and address of the registered agent and office is:

Loretta A. Bulebosh  
4950 Gulf Boulevard, Unit 307  
St. Pete Beach, Florida 33706

  
\_\_\_\_\_  
Loretta A. Bulebosh  
Incorporator

September 8<sup>th</sup>, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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.

  
\_\_\_\_\_  
Loretta A. Bulebosh  
Registered Agent

September 8<sup>th</sup>, 1999