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TRANSMITTAL LETTER

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

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*** 78.75 *****78.75

SUBJECT:

W & S Rogers Enterprises, 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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee
Certified Copy
& Certified of
Status

ADDITIONAL COPY REQUIRED

SECRETARY OF STATE
TALLAHASSEE, FL 32314

00 MAY 15 PM 3:45

FILED

FROM:

UICR ASSOCIATES, INC.
Name (Printed or typed)

6239 Edgewater Drive 86D10
Address

Orlando, FL 32810
City, State & Zip

407-523-0020
Daytime Telephone number

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

E. Burch MAY 18 2000

**ARTICLES OF INCORPORATION
OF
W & S ROGERS ENTERPRISES, INC.**

FILED
00 MAY 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

W & S ROGERS ENTERPRISES, INC.

ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is the corporation may engage in tax and credit management services, retail and or wholesale of textiles materials, used or unused, home care business of any kind, publication and sale of news letter, and any other business activity permitted under the laws of the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of Common Stock. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as "small Business Corporation" stocks in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV. CAPITAL TO BEGIN BUSINESS

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

ARTICLE V. CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to the law.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of the corporation shall be 134th Terrace North, Jupiter, Florida 33478.

ARTICLE VII. INITIAL DIRECTORS

This corporation shall have neither less than one (1) nor more than five (5) directors. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders. The name and street address of the initial Directors of this corporation shall be:

Wayne Rogers	134 th Terrace North, Jupiter, FL 33478
Sandee Rogers	134 th Terrace North, Jupiter, FL 33478

ARTICLE VIII. SUBSCRIBERS

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

NAME	ADDRESS
Wayne Rogers	134 th Terrace North, Jupiter, FL 33478
Sandee Rogers	134 th Terrace North, Jupiter, FL 33478

ARTICLE IX. REGISTERED AGENT

The name and address of the registered agent to accept service of process within the State on behalf of the corporation is: Wayne Rogers, 134th Terrace North Jupiter, FL 33478 and by her signature on the Certificate attached here to indicates her acceptance as registered agent to act in this capacity pursuant to the laws of this State.

ARTICLE X. INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he/she may become involved by reason of his or her employment, or by

reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each director, officer, employee or agent is entitled.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

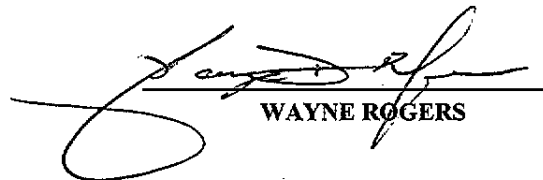
ARTICLE XII. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorates share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming this corporation to do business both within and without the State of Florida, under the laws of the State of Florida, Do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 4th day of May, 2000.


WAYNE ROGERS

STATE OF FLORIDA
COUNTY OF ORANGE

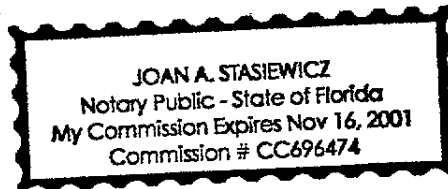
I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared Wayne Rogers, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before that he subscribed to these Articles of Incorporation. Sworn to and subscribed before me this 8th day of May, 2000. I hereby am familiar with and accept the duties and responsibilities of registered agent.


NOTARY PUBLIC, State of Florida

Identification:

Drivers License

My Commission expires: 11/16/2001



FILED

00 MAY 15 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.325, Florida statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the office of registered agent, in the State of Florida.

1. The name of the corporation is:

W & S ROGERS ENTERPRISES, INC.

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

WAYNE ROGERS 134th TERRACE NORTH JUPITER, FL 33478

Signature

Title

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties

Signature – Registered Agent