

P00000115223

November 22, 2000

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


FILED

RE: Wingspan Enterprises, Inc.

Enclosed is an original and two(2) copies of the articles of incorporation, together with my check in the amount of \$87.50.

This represents the cost of the Filing Fees, Certified Copy of the Articles of Incorporation, and Certificate of Status.

Very truly yours,


Colette A. Russell

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-11/28/00--01015--013
*****87.50 *****87.50

Mailing Address of Corporation: 2918 Wildtree Drive #104
Riverview, Florida 33569
(813) 622-6971

~~W-28087~~



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 29, 2000

COLETTE A RUSSELL
2918 WILDTREE DR #104
RIVERVIEW, FL 33569

SUBJECT: WINGSPAN ENTERPRISES, INC.
Ref. Number: W00000028087

We have received your document for WINGSPAN ENTERPRISES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the number of shares of authorized stock.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 900A00060502

**ARTICLES OF INCORPORATION
OF
Wingspan Enterprises, Inc.**

ARTICLE I. NAME

The name of this corporation shall be: **Wingspan Enterprises, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations engaged in business, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any

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certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE VI. BOARD OF DIRECTORS

This corporation's initial Board of Directors shall have one director. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws.

The directors shall be elected annually by this corporation's shareholder(s). The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board of Directors, shall hold office until the election of directors at the first annual shareholder's meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Colette A. Russell 2918 Wildtree Drive #104 Riverview, Florida 33569

ARTICLE VII. OFFICERS

The officers shall consist of a president, a vice president, and a secretary. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

| <u>Office</u> | <u>Name</u> |
|----------------------|---------------------------|
| Colette A. Russell | President |
| Andrew J. Giordano | Vice President, Secretary |

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

**Wingspan Enterprises, Inc.
Colette A. Russell
2918 Wildtree Drive #104
Riverview, Florida 33569**

The name of the individual who shall serve as this corporation's initial registered agent:

**Colette A. Russell
P.O. Box 89233
Tampa, Florida 33689**

ARTICLE X. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred shares (100) of One Dollar (\$1) par value Common Stock, which shall be designated "Common Shares".

ARTICLE XI. INCORPORATOR

The name and residence address of the incorporator to these Articles of Incorporation are:

Colette A. Russell 2918 Wildtree Drive #104 Riverview, Florida 33569

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's shareholder(s).

ARTICLE XIII. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's shareholder(s) for their vote. Such amendments may be adopted by a vote of the majority of the quorum of this corporation's shareholder(s).

The undersigned, constituting this corporation's designated registered agent and this corporation's subscribers, for the purpose of forming this corporation under the laws of Florida, have executed these Articles of Incorporation, on the dates indicated next to their signatures.

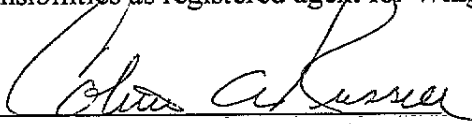


Colette A. Russell

12-8-00

Date

I hereby accept my designation as registered agent and agree to serve as the registered agent of Wingspan Enterprises, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Wingspan Enterprises, Inc.



Colette A. Russell-Registered Agent

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