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FISHER AND WILSEY, P.A.  
ATTORNEYS AND COUNSELORS AT LAW  
275 FOURTH STREET NORTH  
ST. PETERSBURG, FLORIDA 33701-3209

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GEORGE F. WILSEY  
Board Certified Wills,  
Trusts and Estates;  
Certified Circuit Mediator

St. Petersburg (727) 898-1181  
Manatee/Sarasota (941) 750-6100

STEVEN M. WILSEY  
Also Certified  
Public Accountant

FAX (727) 821-6681

DAVID F. WILSEY

Of Counsel  
ROBERT W. FISHER  
W. JOSEPH REYNOLDS

February 27, 2001

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-03/01/01--01071--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations - New Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Wheeler Wealth Management, Inc.  
Articles of Incorporation

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of the above-referenced corporation, along with our firm's check in the amount of \$78.75 for the corporate filing fees as follows:

Profit corporation filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy	8.75
	<u>\$ 78.75</u>

After the filing of these Articles of Incorporation, please return a certified copy to me for delivery to my client.

Thank you for your assistance.

Steven M. Wilsey GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT articles (add INCORPORATOR TITLE)  
DATE 3/6/01  
DOC. EXAM Dale A. White

Sincerely,

  
STEVEN M. WILSEY

SMW/jek  
Enclosures

\\2001\corporations\wheeler\sec State letter transmit articles

*SMW 3/6/01*  
*SV*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

WHEELER WEALTH MANAGEMENT, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be WHEELER WEALTH MANAGEMENT, INC., and it shall have perpetual existence.

ARTICLE II

The general nature of the business of the corporation is to engage in the transaction of any and all lawful business for which corporations may be incorporated under Florida Statute 607.

ARTICLE III

The authorized capital stock of the corporation shall be of one class of voting stock consisting of 1,000 shares of common stock of a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be the sum of \$100.00.

ARTICLE V

The designated registered office of the corporation shall be 2575 Ulmerton Road, Suite 330, Clearwater, Florida 33762-3365. The registered agent of the corporation shall be J. Pat Wheeler. The principal office and mailing address of the corporation is 2575 Ulmerton Road, Suite 330, Clearwater, Florida 33762-3365.

ARTICLE VI

The number of Directors of the corporation shall be two (2) in number, which may be increased or decreased by vote of the stockholders but shall never be less than one (1) nor more than seven (7). The subscriber of the corporation, and the Directors and Officers, as set forth by their respective names, for the first year of the corporation's existence or until their successors are elected or appointed and qualified are as follows:

<u>OFFICE</u>	<u>NAME</u>
President	J. PAT WHEELER
Secretary and Treasurer	JANET F. WHEELER

ARTICLE VII

The corporate existence shall commence as of the date of subscription and acknowledgment of these Articles of Incorporation if these Articles are filed with the Secretary of State of Florida within five (5) days of such date (exclusive of legal holidays) or if not so filed, then on the date same are filed.

PREEMPTIVE RIGHTS

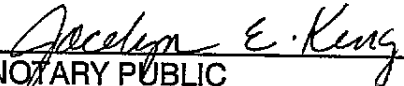
Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

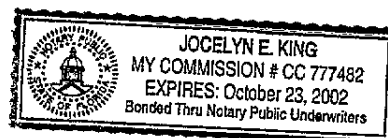
This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

 (SEAL)  
J. PAT WHEELER / INCORPORATOR

STATE OF FLORIDA:  
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February 2001, by J. PAT WHEELER, who is personally known to me, or who presented his Florida River License as identification.

  
NOTARY PUBLIC



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That WHEELER WEALTH MANAGEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office and designated registered office, as indicated in the Articles of Incorporation, at 2575 Ulmerton Road, Suite 330, Clearwater, Pinellas County, State of Florida, 33762-3365, has named J. PAT WHEELER as its agent to accept service of process within this State.

WHEELER WEALTH MANAGEMENT, INC.

By: J. Pat Wheeler  
J. PAT WHEELER, President

ACKNOWLEDGMENT:

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 to comply with the provision of said Act relative to keeping open said office.

By: J. Pat Wheeler  
J. PAT WHEELER