CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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<u></u>	Cert. Copy
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ARTICLES OF INCORPORATION

OF

WELLSRACE, INC.

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, General Corporation Act of the State of Florida.

ARTICLE ONE

NAME OF CORPORATION

The name of this corporation is: WELLSRACE, INC.

ARTICLE TWO

PRINCIPAL OFFICE OF CORPORATION

The principal office of the corporation is located at 4926 58th Avenue, South, St. Petersburg, Florida 33715.

ARTICLE THREE

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue is 10,000 shares, all of which shall be common shares with a par value of \$1.00.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the State of Florida is 500 E. Kennedy Blvd., Suite 101-A, Tampa, Florida 33602, and the initial Registered Agent is Bruce S. Goldstein, P.A.. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the registered agent of the corporation.



ARTICLE FIVE

NAMES AND ADDRESSES OF INCORPORATORS

The names and street addresses of the incorporators are as follows:

NAME

ADDRESS

Michael Wells

4926 58th Avenue, South St. Petersburg, FL 33715

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 22 nd day of June, 2001.

Michael Wells

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

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

Wellsrace, Inc., desiring to be organized under the laws of the State of Florida with its principal place of business at City of Tampa, County of Hillsborough, State of Florida, has named Bruce S. Goldstein, P.A. located at 500 E. Kennedy Blvd., Suite 101-A, Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BRUCE S. GOLDSTEIN, P.A.

By:

Bruce S. Goldstein, President

Registered Agent

DATED: June 21, 2001

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SECRETARY OF STATE