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ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 760708 82576A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 26, 2002

ORDER TIME : 11:35 AM

ORDER NO. : 760708-005

CUSTOMER NO: 82576A

CUSTOMER: John B. Ritch, Esq  
Overstreet Miles Ritch &  
Cumbie, P.A.  
100 Church Street  
Kissimmee, FL 34741

DOMESTIC FILING

NAME: WADE & ASSOCIATES, INC.

EFFECTIVE DATE: \_\_\_\_\_

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore EXT. 1147

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED

02 SEP 26 PM 12:57

CB ✓

ARTICLES OF INCORPORATION  
OF  
WADE & ASSOCIATES, INC.

FILED  
02 SEP 26 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is WADE & ASSOCIATES, INC.

ARTICLE II - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is One Hundred (100), all of which shall be common shares.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - PRE-EMPTIVE RIGHTS GRANTED

Every shareholder, upon issuance of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI - REGISTERED OFFICE

The corporation's principal registered office and mailing address shall be at 4261 Twilight Trail, Kissimmee, Florida 34746. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent of the corporation shall be Cecile M. Wade, at said address.

#### ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of two (2) members. The names and address of the persons who will serve on the initial Board of Director are:

NAME	ADDRESS
Glennon Wade	4261 Twilight Trail, Kissimmee, Florida 34746
Cecile M. Wade	4261 Twilight Trail, Kissimmee, Florida 34746

#### ARTICLE VIII - INCORPORATORS

The name and street address of the subscribers of these Articles of Incorporation are:

Glennon Wade	4261 Twilight Trail, Kissimmee, Florida 34746
Cecile M. Wade	4261 Twilight Trail, Kissimmee, Florida 34746

#### ARTICLE IX - STOCKHOLDERS

No stockholder of this corporation may sell or transfer his shares of stock, therein, except to another individual who is eligible to be a stockholder of this corporation. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his shares.

#### ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XI - ACTION BY SHAREHOLDERS

WITHOUT A MEETING

The shareholders of this corporation may take action by written consent as provided by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinbefore named, have hereunto set their hands and seals this 25<sup>th</sup> day of September, 2002, for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

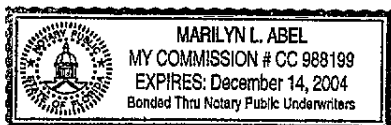
  
Glennon Wade

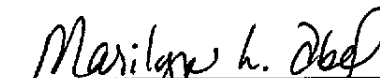
  
Cecile M. Wade

STATE OF FLORIDA

COUNTY OF OSCEOLA

Before me personally appeared Glennon Wade and Cecile M. Wade, to me known or who has produced Colorado Driver License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed, on this 25<sup>th</sup> day of September, 2002.



  
Notary Public  
Printed: MARILYN L. ABEL  
Commission Expires: 12-14-2004

ACCEPTANCE OF REGISTERED AGENT

I, Cecile M. Wade, having been named to accept service of process for Wade & Associates, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 4261 Twilight Trail, Kissimmee, Florida 34746, hereby accepts to act as Registered Agent for said corporation, and agrees to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.



Cecile M. Wade

Registered Agent

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