

OCT-31-2002-THU 10:06 AM

P. 001

*P02000117206*

Florida Department of State  
Division of Corporations  
Public Access System

FAXED

OCT 30 2002  
AW 11:15

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000219652 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : WELTON & WILLIAMSON P.A.  
Account Number : I19990000108  
Phone : (850) 682-2120  
Fax Number : (850) 689-0706

**FLORIDA PROFIT CORPORATION OR P.A.**

**Wilson and Associates, Inc**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

FILED  
OCT 31 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DB 10/31*

FILED  
02 OCT 31 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H02000219652 3 )))

ARTICLES OF INCORPORATION  
OF  
**WILSON AND ASSOCIATES PERSONNEL, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE**

NAME

The name of the corporation is **Wilson and Associates Personnel, Inc.**

**ARTICLE TWO**

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is:

80-C Beal Parkway, NW  
Ft. Walton Beach, FL 32548

**ARTICLE THREE**

CORPORATE EXISTENCE AND DURATION

The corporate existence shall begin on the date of filing of these articles and the duration of the corporation shall be perpetual.

**ARTICLE FOUR**

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of providing consulting services to corporations and recruiting of employees for temporary staffing positions and direct hire employment with local and national corporations.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the shareholders of the corporation, be advantageously

((H02000219652 3 )))

(( (H02000219652 3 )))

carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

#### ARTICLE FIVE

##### CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 shares, and may change upon the vote of not less than 2/3 vote of the outstanding shares. Such shares shall be of a single class of common stock with a par value of \$1.00.

#### ARTICLE SIX

##### ORGANIZATION

This corporation, pursuant to the authority vested in Section 607.0801 and 607.0732(1), Florida Statutes, is to have no board of directors and said corporation shall be managed by its *shareholders* rather than a board of directors, and the shareholders shall elect the officers and otherwise run the corporation in the place and stead of a board of directors.

#### ARTICLE SEVEN

##### SHAREHOLDERS

The names and addresses of the shareholders of this corporation are:

Name:

Address:

Elizabeth A. Wilson  
(51% shareholder)

631 Bryn Mar Blvd  
Mary Esther, FL 32569

Gary J. Scott  
(49% shareholder)

108 Country Club Rd.  
Shalimar, FL 32579

#### ARTICLE EIGHT

##### OFFICERS

The names and addresses of the initial officers of this corporation are:

Elizabeth A. Wilson President

631 Bryn Mar Blvd., Mary Esther, FL 32569

(( (H02000219652 3 )))

(( (H02000219652 3 )))

Gary J. Scott      Vice President      108 Country Club Rd., Shalimar, FL 32579  
Cheryl A. Hodges      Secretary/Treasurer      #35 7<sup>th</sup> Street, Shalimar, FL 32579

**ARTICLE NINE**

**POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS**

The power to adopt, alter, or amend or repeal by-laws shall be vested in the shareholders, by a vote of not less the 2/3 of the outstanding.

**ARTICLE TEN**

**PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the price at which it is offered to others.

**ARTICLE ELEVEN**

**ACTION BY WRITTEN CONSENT**

Any action required by law, the Articles of Incorporation or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting such Shareholders, may be taken without a meeting, without prior notice or without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

**ARTICLE TWELVE**

**INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation are:

A. Wayne Williamson  
Welton & Williamson, P.A.  
1020 S. Fardon Blvd  
Crestview, FL 32536

(( (H02000219652 3 )))

P 005  
FILED  
02 OCT 31 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(( (H02000219652 3 ) ))

**ARTICLE THIRTEEN**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial office and registered agent of this corporation is as follows:


A. Wayne Williamson  
Welton & Williamson, P.A.  
1020 S. Ferdon Blvd  
Crestview, FL 32536

**ARTICLE FOURTEEN**

**AMENDMENTS**

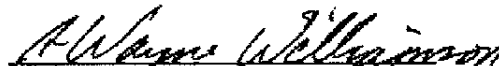
The Shareholders shall have the power to alter, amend, or repeal provisions of these articles upon the vote of not less than 2/3 of the outstanding shares.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation,  
this 31<sup>st</sup> day of Oct, 2002.

  
A. Wayne Williamson, Esquire  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*

  
A. Wayne Williamson, for  
Welton & Williamson, P.A.

(( (H02000219652 3 ) ))