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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 12, 2004

CORFDIRECT AGENTS, INC.

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: WCS INSURANCE
REF: WD4000041399

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

FAX Aud. #: H04000224658
Letter Number: 804A00064583

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ARTICLES OF INCORPORATION COUNTY OF STATE
TALLAHASSEE, FLORIDA
OF
WCS INSURANCE, INC.

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be WCS Insurance, Inc.

Article II: The principal place of business and mailing address of this corporation shall be 6501 Congress Avenue, Suite 240, Boca Raton, FL 33487.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is Ten (10), all of which are of a par value of One Dollar (\$1.00) each and classified as Common shares.

Article IV: The name and address of the initial registered agent is Carlos V. Cepeda, 6501 Congress Avenue, Suite 240, Boca Raton, FL 33487.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Carlos V. Cepeda	6349 Las Flores Drive, Boca Raton, FL 33433

Article VI: The names, street addresses and titles of the initial officers and directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Carlos V. Cepeda	6349 Las Flores Drive, Boca Raton, FL 33433	President
Eric Wallberg	15614 Messina Isle Drive, Delray Beach, FL	Vice-President

DENY PREEMPTIVE RIGHTS

Article VII: No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall

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be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

Article VIII: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida states, are as follows:

Insurance Services

Article IX: The period of duration of the corporation is perpetual

Article X: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation on this 16th day of November, 2004.


Carlos V. Cepeda, Incorporator

I acknowledge my appointment as registered agent of this corporation and accept the appointment.

Dated November 16, 2004


Carlos V. Cepeda, Registered Agent

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TALLAHASSEE, FLORIDA

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