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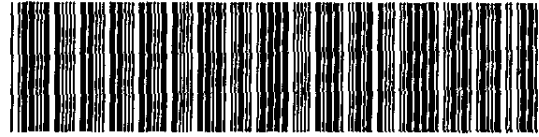
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TALLAHASSEE, FLORIDA

2005 OCT -7 A 7:11

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**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: The Wexford Group, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Brian Murphy  
Name (Printed or typed)

3225 South MacDill Ave Suite 129-228  
Address

Tampa, FL 33629-8171  
City, State & Zip

813-503-5910  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
THE WEXFORD GROUP, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is **THE WEXFORD GROUP, INC.** The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 3225 South MacDill Avenue, Suite 129-228, Tampa, Florida 33629-8171.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 3225 South MacDill Avenue, Suite 129-228, Tampa, Florida 33629-8171 in the County of Hillsborough. The name of the registered agent of such address is Brian Murphy.

ARTICLE IV

Corporate Purposes, Powers, and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to conferred on a corporation by the Florida Business Corporation Act.

**ARTICLE V**

**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

**ARTICLE VI**

**Incorporator**

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Brian Murphy	3225 South MacDill Avenue, Suite 129-228 Tampa, Florida 33629-8171

**ARTICLE VII**

**Board of Directors**

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Brian Murphy	3225 South MacDill Avenue Suite 129-228 Tampa, Florida 33629-8171

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## **ARTICLE VIII**

### **Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE IX**

### **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors of the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## **ARTICLE X**

### **Indemnification**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## **ARTICLE XI**

### **Transfer of Shares**

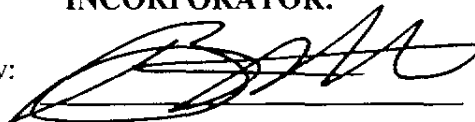
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Tampa, Hillsborough County, Florida this 13<sup>th</sup> day of September, 2005.

**INCORPORATOR:**

By:

A handwritten signature in black ink, appearing to read 'B. Murphy', written over a horizontal line.

Brian Murphy

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REGISTERED AGENT CERTIFICATE 2005 OCT -7 A 7:11

In pursuance of the Florida Business Corporation Act, the following is submitted  
in compliance with said statute: TALLAHASSEE, FLORIDA

That THE WEXFORD GROUP, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named Brian Murphy, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above stated Corporation, at the place of designated in this Certificate, the undersigned, by and through its duly elected office, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with 607.0501, Florida Statutes.



Brian Murphy

DATED: September 13, 2005