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TALLAHASSEE, FLORIDA

2005 OCT 13 P 4:08

FILED

B: WHITE OCT 14 2005

## DONNA J. FELDMAN, P.A.

Donna J. Feldman  
Jessica Paz Mahoney

19321-C U.S. Highway 19 North  
Suite 103  
Clearwater, Florida 33764

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

Physical Address:  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **Wainwright Capital Corp.**

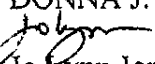
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Wainwright Capital Corp, and the Certificate of Domestication of Wainwright Capital Corp. from a Nevada to a Florida corporation. Also enclosed is a check for \$128.00 to cover the filing fee as to both items. Please provide us with verification of filing by returning the enclosed copy stamped as received and filed.

Thank you for your attention to this request.

Very truly yours,

DONNA J. FELDMAN, P.A.

  
Jo Lynn Jorczak  
Paralegal

/jlj  
enclosures



OCT 11 2005

FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

October 6, 2005

DONNA J. FELDMAN, P.A.  
19321-C US HWY 19 NORTH  
CLEARWATER, FL 33764

SUBJECT: WAINWRIGHT CAPITAL CORP.  
Ref. Number: W05000046031

We have received your document for WAINWRIGHT CAPITAL CORP. and your check(s) totaling \$128.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

I have enclosed our form for domestication for your convenience.

Please call me if I may be of service to you.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 705A00060690

**CERTIFICATE OF DOMESTICATION**

**FILED**

The undersigned, C.I. Babcock, III, as Director of WAINWRIGHT CAPITAL CORP., a foreign corporation in accordance with §6067.1801, Florida Statutes, does hereby certify that the corporation was first formed in the State of Nevada. **2005 OCT 17 PM 4:08  
TALLAHASSEE, FLORIDA**

1. The date on which corporation was first formed was January 25, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated or otherwise came into being was the State of Nevada.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Wainwright Capital Corp.
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to §607.0202 and 606.0401 with this certificate is Wainwright Capital Corp.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Nevada.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to §607.1801.

I am the Director of Wainwright Capital Corp. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 11<sup>th</sup> day of October, 2005.



C.I. Babcock, III

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ARTICLES OF INCORPORATION  
FOR  
WAINWRIGHT CAPITAL CORP.

2005 OCT 13 P 4: 08

TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be WAINWRIGHT CAPITAL CORP.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is James H. Kasper. The street address of the initial registered office of the corporation for service of process shall be 2764 Sunset Point Road, Suite 200, Clearwater, FL 33759.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have two directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

James Atwood Taylor, III

2764 Sunset Point Road, Suite 200  
Clearwater, FL 33759

C.I. Babcock, III

2764 Sunset Point Road, Suite 200  
Clearwater, FL 33759

#### ARTICLE VII - INCORPORATOR

The name and address of each incorporator of the corporation is:

C.I. Babcock, III

2764 Sunset Point Road, Suite 200  
Clearwater, FL 33759

#### ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 2764 Sunset Point Road, Suite 200, Clearwater, FL 33766-5456. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

#### ARTICLE IX - BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

#### ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of SEPTEMBER, 2005.



C.I. Babcock, III

FILED

STATE OF FLORIDA  
COUNTY OF PINELLAS

2005 OCT 13 P 4: 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of September, 2005, by C.I. Babcock, III, who is personally known to me or who has produced (type of identification) as identification.



(NOTARY SEAL)

Christine M. Bass  
Signature of Person Taking Acknowledgment

**CHRISTINE M. BASS**  
Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida  
May 20, 2007  
Commission Expiration Date

**NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for Wainwright Capital Corp., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 30 day of September, 2005.

By: J. Kasper  
James H. Kasper  
2764 Sunset Point Road, Suite 200  
Clearwater, FL 33766-5456