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2006 JUN 29 PM 2:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

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

**SUBJECT:** TDC WAG DEVELOPMENT CORP.

(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:** Marc Hagle

Name (Printed or typed)

100 East Sybelia Avenue, Suite 225

Address

Maitland, Florida 32751

City, State & Zip

407-629-2040

Daytime Telephone number

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

ARTICLES OF INCORPORATION  
OF  
TDC WAG DEVELOPMENT CORP.

FILED  
2006 JUN 29 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a business corporation pursuant to Article 2 of the Florida Business Corporation Act (the "Act"), and to that end hereby sets forth:

1. The name of the Corporation is TDC WAG DEVELOPMENT CORP.
2. The Corporation is authorized to issue 100,000 shares of stock, all of one class, designated as Common Stock.
3. The street address of the initial registered office of the Corporation is 100 East Sybelia Avenue, Suite 225, Maitland, County of Orange, Florida 32751, and the name of the initial registered agent of the Corporation at such address is Marc L. Hagle.
4. The street address of the principal office of the Corporation is 100 East Sybelia Avenue, Suite 225, Maitland, County of Orange, Florida 32751.
5. To the fullest extent permitted in the Florida Business Corporation Act, the Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend and rescind the Bylaws of this Corporation.

6. The name and address of the incorporator are:

Chad Hagle  
100 East Sybelia Avenue  
Suite 225  
Maitland, FL 32751

7. To the fullest extent permitted by applicable law, no Director of the Corporation shall have any personal liability arising out of any action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director. This Article shall not impair any right to indemnity from the Corporation that any Director may now or hereafter have. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation hereunder on the personal liability of a Director with respect to acts or omissions occurring prior to such repeal or modification.

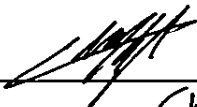
8. The number of Directors of the Corporation shall be fixed by the Bylaws.

The number of Directors constituting the initial Board of Directors shall be four (4) and the names and addresses of the persons who are to serve as Directors until the first meeting of the shareholders or until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Marc L. Hagle	100 East Sybelia Avenue Suite 225 Maitland, Florida 32751
Walter T. Krumm	4951 Gulf Shore Boulevard PH 301 Naples, Florida 34103
Chad Hagle	2062 Business Center Drive Suite 115 Irvine, CA 92612
Damon Dunn	2062 Business Center Drive Suite 115 Irvine, CA 92612


9. These Articles will be effective upon filing.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation, this the 13 day of JUNE, 2006.

  
\_\_\_\_\_  
Chad Hagle  
Incorporator

Acceptance of Registered Agent

The undersigned hereby accepts the designation as Registered Agent of TDC WAG Development Corp.

  
\_\_\_\_\_  
Marc L. Hagle