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# **Southeast Financial Group**

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May 21, 2007

Florida Department of State  
R. A. Gray Building  
500 S. Bronough Street  
Tallahassee, FL 32399-0250

In Re: Articles of Incorporation  
Wickroff Enterprises, Inc.

Dear Ladies and Gentlemen:

Forwarded herewith are two copies of Articles of Incorporation for Wickroff Enterprises, Inc., along with our check in the amount of \$78.75 for the filing fees, registered agent designation and certified copy.

If you note that there is a difference in the spelling of "Wickroff" in Wickroff Enterprises, Inc. and "Wichroff" in the organizer's name, please be advised that it is intentional.

Should you have any questions regarding this submission, please advise us at your earliest possible.

Sincerely,



Bruce C. Longman  
Agent for Wickroff Enterprises, Inc.

# Articles of Incorporation

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TALLAHASSEE, FLORIDA

Pursuant to the Statutes of the State of Florida, the undersigned intends to form and create a corporation and therefore does hereby state and certify the following:

## Article I

The name of the corporation is **Wickroff Enterprises, Inc.**

## Article II

The purpose for which the corporation is formed is to engage in any lawful acts or activities for which corporations may be organized under the laws of the State of Florida.

## Article III

The principal place of business, registered office and mailing address of the Corporation is located at **9966 Moorings Drive, Jacksonville, Duval County, State of Florida, 32257**. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

## Article IV

**Wickroff Enterprises, Inc.** shall authorize a total of One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

## Article V

**Boris J. Wichroff**, residing at **9966 Moorings Drive, Jacksonville, Florida, 32257**, shall be the initial President and Chief Executive Officer of **Wickroff Enterprises, Incorporated**. Other officers and/or directors may be appointed or elected hereafter.

## Article VI

The name and address of the corporation's registered Agent for service of process is:

**Boris J. Wichroff, 9966 Moorings Drive, Jacksonville, FL 32257**

## Article VII

The name and address of the corporation's incorporator is:

**Boris J. Wichroff, 9966 Moorings Drive, Jacksonville, FL 32257**

### **Article VIII**

The company shall begin operations on June 1, 2007.

### **Article IX**

The Board of Directors of the corporation shall be authorized and empowered to make, alter, amend and rescind the By-Laws made by the Board, but By-Laws made by the Board may be altered or repealed and new By-Laws may be made by the stockholders.

### **Article X**

Pursuant to the laws of the State of Florida, any and all directors of this corporation shall not be liable to the corporation, its shareholders, or any third party for breach of duty of care, and any such potential liability is hereby eliminated.

### **Article XI**

Any action required or permitted by the laws of the State of Florida to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if consent in writing setting forth the action(s) so taken are signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take action at a meeting at which all shares entitled to vote on the action were present and voted. A written consent shall bear the date of signature(s) of the shareholder(s) who signs the consent.

### **Article X**

If and when a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or a creditor or shareholder thereof, or an application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-quarters (3/4) in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.

On this, the 12<sup>TH</sup> day of May, 2007, Boris J. Wichroff hereby executes these Articles of Incorporation as the sole incorporator of Wickroff Enterprises, Inc. and verifies, subject to penalties of perjury, that the statements made herein are true and correct.

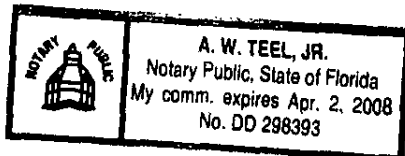
B. Wichroff  
Boris J. Wichroff

By his signature below, Boris J. Wichroff acknowledges familiarity with and accepts the duties and responsibilities of registered agent for Wickroff Enterprises, Inc.

B. Wichroff  
Boris J. Wichroff

STATE OF FLORIDA  
COUNTY OF DUVAL

On the 12<sup>TH</sup> day of May, 2007, personally appeared before me Boris J. Wichroff, who is known to me or who has presented Florida Drivers License Number \_\_\_\_\_, and who has executed this instrument in my presence.



A. W. Teel, Jr.  
Notary Public

(Seal)

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