

04/23/12 13:44 FROM: Schneider Weinberger 561-362-9612

T-442 P00010004 F-649

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000108869 3)))



H120001088693ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : SCHNEIDER WEINBERGER & BEILLY LLP
Account Number : I20030000066
Phone : (561) 362-9595
Fax Number : (561) 362-9612

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FILED
2012 APR 23 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
THEWEBDIGEST CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$43.75 |

RECEIVED
12 APR 23 AM 8:06
TALLAHASSEE, FLORIDA

Amended And
Restated AA/M

Electronic Filing Menu

Corporate Filing Menu

Help

H12000108869 3

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
THEWEBDIGEST CORP.**

It is hereby certified that:

1. The present name of the corporation (hereinafter called the "Corporation") is TheWebDigest Corp.
2. The name under which the Corporation was originally incorporated is TheWebDigest Corp. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on September 17, 2009, under Document Number P07000103633.
3. The provision of the Articles of Incorporation are hereby restated and amended in this instrument, which is entitled Restated and Amended Articles of Incorporation of TheWebDigest Corp.
4. The Board of Directors of the Corporation has duly adopted the below Restated and Amended Articles of Incorporation on April 23, 2012.
5. On April 23, 2012, the shareholders of the Corporation, acting through the written consent of the holders of a majority in interest of the voting capital stock of the Corporation, approved the below Restated and Amended Articles of Incorporation which represents a number of votes cast in favor which is sufficient for approval of the Restated Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be amended to be Wellesley Capital Management Corp.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 7076 Spyglass Avenue, Parkland, Florida 33076.

**ARTICLE III
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H12000108869 3

H12000108869 3

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 500,000,000 shares of Common Stock, par value \$.001 per share, and 10,000,000 shares of Preferred Stock, par value \$.001 per share.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

The Corporation shall be authorized and empowered to issues shares of one class or series of the Corporation's Capital Stock as dividends on shares of a different class or series of its Capital Stock.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors to constitute the Board of Directors shall be such number as fixed by a resolution adopted by the Board of Directors.

ARTICLE VII
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

H12000108869 3

H12000108869 3

ARTICLE VIII
AFFILIATED TRANSACTIONS

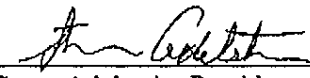
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the Corporation has caused this Restated and Amended Articles of Incorporation to be duly adopted by its Board of Directors on April 23, 2012 and approved by its shareholders on April 23, 2012 in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act and to be executed in its corporate name this 23rd day of April 2011.

THEWEBDIGEST CORP.

By: 
Steve Adelstein, President