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KANETSKY, MOORE & DEBOER, P.A.

No. 5814

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FLORIDA PROFIT/NON PROFIT CORPORATION

Wayne Welsh, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR PROFESSIONAL SERVICE CORPORATION  
(FS § 607.0202 and Chapter 621)**

The undersigned natural person, competent and licensed as a sales associate as that term is defined in Chapter 475, Part I, Florida Statutes (hereafter "sales associate"), in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**NAME OF CORPORATION**

The name of this corporation shall be Wayne Welsh, P.A.

The principal place of business and the mailing address of this corporation shall be as follows:

696 Lakescene Drive  
Venice, FL 34293

**II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

A. To engage in every aspect as a sales associate as that term is defined in Chapter 475, Part I, Florida Statutes.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be sales associates in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

THIS INSTRUMENT PREPARED BY

Erik R. Lieberman

Attorney At Law

P.O. Box 1767

Venice, Florida 34294-1767

(941) 485-1571

Fla. Bar #393083

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **III CAPITAL STOCK**

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 500 shares of common stock at One Dollar (\$1.00) per share par value. The corporation elects to have preemptive rights.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. Shares of the corporation's stock and certificates shall be issued only to sales associates in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### **IV DURATION**

The corporation shall have perpetual existence.

### **V REGISTERED AGENT**

The address of this corporation's initial registered office is 696 Lakescene Drive, Venice, FL 34293, and the name of its initial registered agent at said address is Wayne Welsh.

### **VI INCORPORATOR**

The name and address of the Incorporator is as follows:

Wayne Welsh  
696 Lakescene Drive  
Venice, FL 34293

**VII  
MANAGEMENT OF BUSINESS**

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

**VIII  
INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX  
SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**X  
INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

**XI  
BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this February 12, 2008.

Wayne Welsh  
Wayne Welsh  
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Wayne Welsh  
Wayne Welsh  
Registered Agent

Date: February 12, 2008

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