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2008 JUL -9 PM 4: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cf. 7-9

COVER LETTER

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

SUBJECT: WILLIAMS CAPITAL 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: MARK RENTSCHLER
Name (Printed or typed)

2202 N. WEST SHORE BLVD, SUITE 200
Address

TAMPA, FL 33607
City, State & Zip

702-448-7113
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
WILLIAMS CAPITAL CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of this corporation is WILLIAMS CAPITAL CORP. (the "Corporation").

II.

The principal address of the office of the Corporation in the State of Florida is 2202 N. West Shore Blvd. Suite 200, Tampa, FL. 33607.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida.

IV.

The aggregate number of shares which this Corporation shall have the authority to issue shall be 100,000 shares, consisting of 100,000 shares of Common Stock, par value \$.000001 per share ("Common Stock").

V.

A. (1) For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that: The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by the Board of Directors. Each director shall serve until his successor is duly elected and qualified or until his death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(2) The Board of Directors or any individual director may be removed from office at any time with or without cause by the affirmative vote of the holders of a majority of the voting power of all the then-outstanding shares of voting stock of the Corporation, entitled to vote at an election of directors (the "Voting Stock").

(3) Any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any' newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by' the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

B. (1) The Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of a majority of the voting power of all of the then outstanding shares of the Voting Stock. The Board of Directors shall also have the power to adopt, amend or repeal the Bylaws.

(2) The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

(3) Special meetings of the stockholders of the Corporation may be called, for any purpose or purposes, by (i) the Chairman of the Board of Directors, (ii) the President, (iii) the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board of Directors for adoption) or (iv) by the holders of the shares entitled to cast not less than ten percent (10%) of the votes at the meeting, and shall be held at such place, on such date, and at such time as the Board of the Directors shall fix.

VI.

The address and name of the initial registered agent of the corporation is Mark Rentschler at 2202 N. West Shore Blvd. Suite 200, Tampa, FL.

VII.

The name and address of the person signing these articles is:

Mark Rentschler
2202 N. West Shore Blvd. Suite 200,
Tampa, FL. 33607

VIII.

A. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any' breach of fiduciary duty

as a director, except for liability (i) for any breach of the director's duty' of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law (iii) under Section 174 of the Florida General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability' of a director shall be eliminated or limited to the fullest extent permitted by the Florida General Corporation Law, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

C. The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Florida as the may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section as amended or supplemented (or any successor), and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to in his official capacity and as to action in another capacity while holding such office, and continue as to a person who has ceased to be a director, officer, employee or agent shall inure to the benefit of the heirs, executors and administrators of such a person.

IX.

A. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph B of this Article VII, and all rights conferred upon the stockholders herein are granted subject to this reservation.

B. Notwithstanding any' other provisions of this Certificate of Incorporation or any provision or law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of the Voting Stock, voting together as a single class, shall be required to alter, amend or repeal Articles V, VIII, and IX.

IN WITNESS WHEREOF, this Certificate has been subscribed this July 8, 2008 by the undersigned who affirms that the statements made herein are true and correct.



Mark Rentschler, Incorporator



Mark Rentschler, Registered Agent

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TALLAHASSEE, FLORIDA