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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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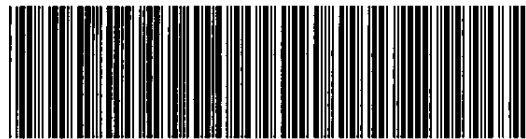
(Business Entity Name)

(Document Number)

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10 SEP 22 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MRD  
7/23

*Law Offices of*  
**Andrew DeGraffenreidt, P.A.**  
*319 Clematis Street, Suite 602*  
*West Palm Beach, Florida 33401*

*TELEFAX*  
*(561)832-9189*

*TELEPHONE*  
*(561)596-6420*

July 31, 2010

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327

Re: WELL PROSPECTS, INC.  
New Corporate Filing

Dear Sir/Madam:

Please find enclosed for filing the articles of incorporation for the above referenced entity as well as a check in the amount of \$ 78.75 with respect to the filing fees, designation of registered agent and certified copy of the filed articles of incorporation. Also find enclosed a self addressed stamped envelop to return the copy of the certified articles of incorporation to the named incorporator.

Thank you for your kind attention to this matter and should you have any questions, please let me know.

Very truly yours,

Andrew DeGraffenreidt, II





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
10 SEP 22 AM 10:54  
DIVISION OF CORPORATIONS

August 16, 2010

ANDREW DEGRAFFENREIDT, P.A.  
319 CLEMATIS STREET  
SUITE 602  
WEST PALM BEACH, FL 33401

SUBJECT: WELL-PROSPECTS, INC.  
Ref. Number: W10000038532

We have received your document for WELL-PROSPECTS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 510A00019621

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**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**ARTICLES OF INCORPORATION  
OF  
WELL-PROSPECTS, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is WELL-PROSPECTS, INC. and its principal place of business shall be located at 905 Avenue G Riviera Beach, FL 33404.

**ARTICLE II  
CORPORATE NATURE**

This is a corporation that shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III- PURPOSES**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE-IV - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 815 30<sup>th</sup> Street West Palm Beach, FL 33407, and the name of the initial registered agent of this corporation at that address is FERNAND GABRIEL, JR.

#### ARTICLE VII - DIRECTORS

Initially, this corporation shall have two Directors who shall serve until successors shall be elected or appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

NAME	ADDRESS
FERNAND GABRIEL, JR.	815 30 <sup>th</sup> Street West Palm Beach, FL 33407

#### ARTICLE -VIII -OFFICERS

The name and address of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

NAME	ADDRESS
FERNAND GABRIEL, JR.	815 30 <sup>th</sup> Street West Palm Beach, FL 33407
PRESIDENT	

#### ARTICLE - IX - INCORPORATOR

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

NAME	ADDRESS
FERNAND GABRIEL, JR.	815 30 <sup>th</sup> Street West Palm Beach, FL 33407

#### ARTICLE - X-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former officer or Director, to the full extent permitted by law, No officer or director shall be personally liable for monetary damages to the corporation

or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer as provided in section 607.0831, Florida Statutes.

#### ARTICLE- XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 8/27 F.G., 2010.

Fernand Gabriel  
FERNAND GABRIEL, JR.  
Incorporator

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TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that WELL-PROSPECTS, INC., desiring to organize or qualify under the laws of the State of Florida, has named FERNAND GABRIEL, JR., as its agent to accept service of process within Florida.

Dated: 8/27 F.G., 2010.

By FERNAND GABRIEL, JR.  
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above started corporation, at the place designated in this certificate, I hereby 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.

Dated: Fernand Gabriel <sup>8/27</sup>, 2010.

By FERNAND GABRIEL, JR.  
Registered Agent

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