

From: Fisher, Tousey, Leas & Ball

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10/06/2010 16:57

#321/P.001/005

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Wallace Management Advisors and Consulting, Inc.

Certificate of Status	1
Certified Copy	0
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From: Fisher Tousey Leas & Ball

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WALLACE MANAGEMENT ADVISORS AND CONSULTING, INC.

The undersigned, desiring to form a corporation for profit (the "Corporation") under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation is Wallace Management Advisors and Consulting, Inc.

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 1158 Shipwatch Drive East, Jacksonville, Florida 32225, and its mailing address is 1158 Shipwatch Drive East, Jacksonville, Florida 32225.

ARTICLE III CAPITAL STOCK

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 100,000 shares of common stock having a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

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(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1158 Shipwatch Drive East, Jacksonville, Florida 32225, and the name of the initial registered agent of the Corporation at that address is Philip Wallace.

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the Corporation are:

Philip Wallace
1158 Shipwatch Drive East
Jacksonville, Florida 32225

**ARTICLE VI
DIRECTORS**

(a) Number. The Corporation shall have one (1) director initially. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial director of the Corporation is:

Philip Wallace	1158 Shipwatch Drive East
	Jacksonville, Florida 32225

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VII
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

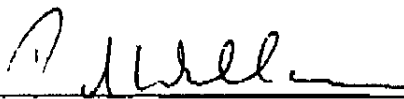
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**ARTICLE VIII
DURATION AND COMMENCEMENT**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, these Articles of Incorporation are signed and acknowledged this 1st day of October, 2010.



Philip Wallace

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, Wallace Management Advisors and Consulting, Inc., a Florida corporation (the "Corporation"), submits the following statement in designating the registered office/registered agent, in the State of Florida:

The Corporation has named Philip Wallace, who maintains an office at 1158 Shipwatch Drive East, Jacksonville, Florida 32225 in the County of Duval, in the State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

DATED: This 1st day of October, 2010.


Philip Wallace