

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
W MARKETING SOLUTIONS INC.

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**ARTICLES OF INCORPORATION  
OF  
W MARKETING SOLUTIONS INC.**

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The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the corporation is: W Marketing Solutions Inc.

**ARTICLE II**

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

Existence

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

**ARTICLE V**

Address

The principal office address of the corporation is:

11900 Biscayne Boulevard, Suite 522, Miami, Florida 33181.

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## ARTICLE VI

### Registered Office and Registered Agent

The name and street address of the initial registered agent of the corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

## ARTICLE VII

### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, 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 that he is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VIII

### Incorporator

The names and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Robert Bruce Maclaren	11900 Biscayne Boulevard Suite 522 Miami, FL 33181

## ARTICLE IX

### Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the shareholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

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The name and address of the initial director, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until successors are elected or appointed and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>
Robert Bruce Maclaren	11900 Biscayne Boulevard Suite 522 Miami, FL 33181

#### ARTICLE X

##### Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

The names and addresses of the initial officers, who shall serve in the capacities indicated for the first year of existence of the corporation or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Robert Bruce Maclaren	11900 Biscayne Boulevard Suite 522 Miami, FL 33181	President

#### ARTICLE XI

##### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 12<sup>th</sup> day of September, 2016.

  
\_\_\_\_\_  
Robert Bruce Maclaren, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

That **W Marketing Solutions Inc.**, desiring to organize under the laws of the State of Florida, has named **Corporation Service Company** as its initial registered agent, at 1201 Hays Street, Tallahassee, Florida 32301.

**ACKNOWLEDGMENT:**

Having been named to accept Service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 12<sup>TH</sup> day of Sept., 2016.



Harry B. Davis  
Asst. Vice President

Registered Agent

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