

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*for minor*

JAN 27 1995<sup>1</sup> BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAK \_\_\_\_\_

WALK-IN Will Pick Up 127 11-02

RE: Wallace Capital Corp

	C.C. FILE	DISBURSED
<input type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		
<b>SUBTOTALS</b> _____		

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
WALLACE CAPITAL CORP.

FILED  
05 JAN 27 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name and Address

The name of this Corporation shall be WALLACE CAPITAL CORP. and its physical and mailing address shall be 24 South Orange Avenue, Suite 201, Orlando, Florida 32801.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence corporate existence upon the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purposes and General Powers

The purposes of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV

Capital Stock

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote

for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

#### ARTICLE V

##### Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be Thomas J. Wallace, 24 South Orange Avenue, Suite 201, Orlando, Florida 32801.

#### ARTICLE VI

##### Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Corporation's bylaws. The name and street address of the initial director of this Corporation is:

Thomas J. Wallace  
President/Secretary

24 South Orange Avenue  
Suite 201  
Orlando, Florida 32801

Directors may be removed with or without cause.

#### ARTICLE VII

##### Incorporator

The name and street address of the person signing these Articles as Incorporator is: Thomas J. Wallace, 24 South Orange Avenue, Suite 201, Orlando, Florida 32801

#### ARTICLE VIII

##### Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

## ARTICLE IX

### Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## ARTICLE X

### Conflicts of Interest

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## ARTICLE XI

### Limited Liability of Shareholders

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

## ARTICLE XII

### Amendment

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

## ARTICLE XIII

### Headings and Captions

The headings and captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 26th day of January, 1995.

  
Thomas J. Wallace

STATE OF FLORIDA  
COUNTY OF ORANGE


BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Thomas J. Wallace to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein set forth.

WITNESSETH, my hand and official seal in the state and county last aforesaid, this 26th day of January, 1995.

\*\*\*\*NOTARIAL SEAL\*\*\*\*



OFFICIAL SEAL  
JOANNE E. BALL  
My Commission Expires  
March 29, 1997  
Comm. No CC 272254

  
Joanne E. Ball  
Notary Public, State of Florida  
My commission expires: March 29, 1997  
My commission number: CC272254

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

In compliance with Section 18.091, Florida Statutes, the following is submitted:

**WALLACE CAPITAL CORP.**

desiring to organize as a corporation under the laws of the State of Florida with its registered office  
at

24 South Orange Avenue, Suite 201, Orlando, Florida 32801

has named and designated

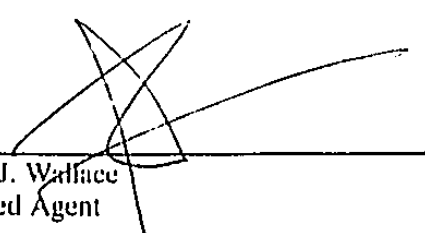
Thomas J. Wallace

as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-named 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 relating to the proper and complete performance of my duties as Registered Agent.

DATED this 26th day of January, 1995.

  
\_\_\_\_\_  
Thomas J. Wallace  
Registered Agent

FILED  
95 JAN 27 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA