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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Wade Industries, Inc. (Corporation Name) (Document #)
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3. _____ (Corporation Name) (Document #)
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 OCT 14 PM 3:14
96 OCT 14 PM 1:42
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

[Handwritten Signature]

**ARTICLES OF INCORPORATION
OF**

**WADE INDUSTRIES, INC.
(a Corporation for Profit)**

FILED
96 OCT 14 PM 3: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation, WADE INDUSTRIES, INC., under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be WADE INDUSTRIES, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the Corporation is organized is to do all things that are not forbidden by the Florida Corporation Laws or by other laws or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - CAPITAL STOCK

Number. The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holder(s) of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is WADE INDUSTRIES, INC., at 800 N. Magnolia Avenue, Suite 1701, Orlando, Florida, 32803, and the name of the initial registered agent is JAMES N. WADE, and his signature below connotes acceptance of this designation.

ARTICLE VI - DIRECTORS

The initial Board of Directors and Officers shall consist of ONE (1) member, who need not be resident of the State of Florida or a Shareholder of the Corporation.

The name and address of the person who shall serve as officer until the first annual meeting of shareholders or until their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES N. WADE	800 N. Magnolia Avenue, Suite 1701 Orlando FL 32803

ARTICLE VII - INCORPORATORS

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES N. WADE	800 N. Magnolia Avenue, Suite 1701 Orlando FL 32803

ARTICLE VIII - AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less

than a two-thirds vote of the common stock.

ARTICLE IX - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any stock or services, from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on the _____ day of October, 1996.

STATE OF FLORIDA

COUNTY OF ORANGE


JAMES N. WADE, President

BEFORE ME, the undersigned authority personally appeared, **JAMES N. WADE** who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at the aforesaid State and County, this 10th day of October, 1996.


NOTARY PUBLIC

My Commission Expires:



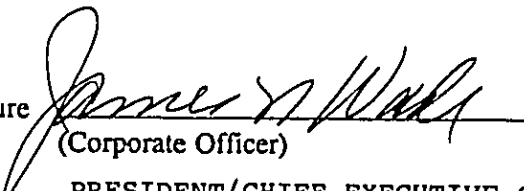
DEBRA MORGAN
My Commission CC557364
Expires May, 23, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

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

WADE INDUSTRIES, INC., desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at 800 N. Magnolia Avenue, Suite 1701, Orlando,
State of Florida, 32803, has named JAMES N. WADE, located at 800 N. Magnolia Avenue,
Suite 1701, Orlando, Orange County, Florida 32803, as its agent to accept service of process
within Florida.

Signature


(Corporate Officer)

Title

PRESIDENT/CHIEF EXECUTIVE OFFICER

Date OCTOBER 9TH, 1996

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.

Signature


JAMES N. WADE

Title

PRESIDENT/CHIEF EXECUTIVE OFFICER

Date OCTOBER 9TH, 1996

FILED
96 OCT 14 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA