

TRANSMITTAL LETTER

P98000000802

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

800002370228--7  
-12/12/97--01018--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CONSULTING SERVICES

**SUBJECT:** Wyatt International<sup>A</sup> Incorporated  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Robert M. Sullivan  
Name (Printed or typed)

1096 Old HWY 98 Suite 1403  
Address

DEstin, FL 32541  
City, State & Zip

850-837-4700  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN -5 AM 8:41

**NOTE:** Please provide the original and one copy of the articles.

RP  
1-6-98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 12, 1997

ROBERT M. SULLIVAN  
1096 OLD HWY 98  
SUITE 1403  
DESTIN, FL 32541

SUBJECT: WYATT INTERNATIONAL INC.  
Ref. Number: W97000027829

We have received your document for WYATT INTERNATIONAL 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the 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) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 797A00058621

**ARTICLES OF INCORPORATION**

**OF**

**WYATT INTERNATIONAL CONSULTING SERVICES INC.**

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DIVISION OF CORPORATIONS

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The undersigned natural person of the age of eighteen (18) years or more, without regard to place of residence, domicile, or organization, acting as incorporator of a corporation (hereinafter referred to as the "Corporation"), for the purpose of forming a corporation under the Florida Business Corporation Act hereby adapts the following Articles of Incorporation.

**ARTICLE ONE**

**NAME**

The name of the corporation shall be Wyatt International Consulting Services Incorporated.

**ARTICLE TWO**

**DURATION**

The period of existence of the Corporation is perpetual,

**ARTICLE THREE**

**PURPOSE AND POWERS**

Section 3.01. Purpose and Powers in Addition to Statutory Powers. The purposes for which the Corporation is organized, and the powers, in addition to the general powers conferred by the Statute, which the Corporation shall be entitled to exercise, all subject to the limiting provisions set forth in Section 3.03 of this Article are:

To manage, operate or administer the business or property of any corporation, firm or person carrying on any authorized business, and to sell or dispose of, receive, and make disbursements for, or arrange for the management or administration of the whole or any part of the business, or property of any corporation, firm, or person and to act as the the agent or manager for the development and extension of the business interests of any corporation, firm or person.

To aquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan

or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description or any interest therein, and all kinds and forms of securities, shares of capital stock, script, bonds, debentures, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligations, trust certificates, interim receipts, warranties, and certificates issued or created by or being claimed against any corporation, association, partnership, syndicate, entity, or person, or governmental, municipal, or public subdivision, district, or authority.

To further have the power to carry on any of the business and do any other acts in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under Section 607.0202 of the Statutes, and to do any or all things hereinabove set forth to the same extent as a natural person might or could do.

Section 3.02. Direction of Purposes and Exercise of Powers of Directors. Subject to any limitations or restrictions imposed by the Statute, by other law, or by these Articles of Incorporation, the Board of Directors hereby is authorized to direct the purposes set forth in this article and to exercise all the powers of the Corporation without previous authorization or subsequent approval by the Shareholders.

Section 3.03. Limiting Provisions. Nothing in these Articles of Incorporation is to be construed as authorizing or attempting to authorize the Corporation:

- (a) To transact any business in the State of Florida expressly prohibited by any law of the State of Florida;
- (b) To engage in any activity in the State of Florida which cannot lawfully be engaged in without first obtaining a license under the laws of the State of Florida, and which license cannot be granted to a corporation; or
- (c) To take any action in violation of the Anti Trust Laws of the State of Florida.

## **ARTICLE FOUR**

### **CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of Common Stock of the par value of \$1.00 each (hereinafter sometimes called "Common Stock"). The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**100,000**

## **ARTICLE FIVE**

### **INITIAL CONSIDERATION FOR ISSUANCE OF SHARES**

The Corporation will not commence or transact any business or incur any indebtedness except such as shall be incidental to its organization or to obtaining subscriptions to or payment for its shares, until it has received for the issuance of its shares consideration of the value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done or property actually received.

## **ARTICLE SIX**

### **RIGHTS OF DIRECTORS AND OFFICERS TO DEAL WITH CORPORATION**

No Director and no Officer of the Corporation shall be disqualified by reason of his office from dealing with or contracting with the Corporation, either as a vendor, seller, purchaser, vendee, buyer, mortgagee, mortgagor, or otherwise; and no transaction of this Corporation shall be void or voidable by reason of the fact that the Director or Officer of any firm in which a Director or Officer of this Corporation is a member, or any corporation of which a Director or Officer of this Corporation is a shareholder or a director or officer, is in any way interested in such transaction.

## **ARTICLE SEVEN**

### **PROVISIONS FOR REGULATION OF THE CORPORATION AND ITS INTERNAL AFFAIRS**

The following provisions are set forth for the regulation of the Corporation and its internal affairs to the extent that such provisions are not inconsistent with the law.

Section 7.01. Bylaws. The power to alter, amend or repeal the Bylaws and to adopt new Bylaws shall be vested in the Board of Directors and in the shareholders entitled to vote for the election of Directors; provided, however, that any Bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed, or a new Bylaw in lieu thereof may be adopted, by vote of such shareholders; but no Bylaw which has been altered, amended or adopted by vote of such shareholders may be altered amended or repealed by the Board of Directors, nor may the substance of any Bylaw repealed by vote of such shareholders be again adopted by the Board of Directors, until one year shall have expired since such action by vote of such shareholders.

Section 7.02. Other Provisions. Other provisions for the regulation of the Corporation and its internal affairs not inconsistent with law or these Articles of Incorporation may be set forth in the Bylaws, including, but not limited to, provisions regulating and providing for compensation of directors, interest of directors in contracts, provisions for working capital, liability and indemnification of directors, officers and employees, removal and discharge of directors, officers, agents and employees and voting of shares by proxy. All rights of the shareholders, directors, officers, agents and

employees of the Corporation shall be deemed subject to all provisions of the Bylaws to the fullest extent permitted by law.

## **ARTICLE EIGHT**

### **PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT**

Section 8.01. The principal place of business and mailing address of this corporation shall be:

Suite 1403  
1096 Old Highway 98  
Destin, Florida 32541

Section 8.02. The post office address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such address are:

Registered Agent

Victor C. Sullivan

Registered Office

1733 N. E. 5th Street  
Ft. Lauderdale, FL. 33301

## **ARTICLE NINE**

### **DIRECTORS**

Section 9.01. Number. The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by resolution of the Board of Directors and may be increased or decreased by resolution of the Board of Directors; but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 9.02. Qualifications. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

Section 9.03. Initial Directors. The name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until his successors are elected and have qualified, is:

Number: 1

Name

Address

Robert M. Sullivan

1096 Old Highway 98  
Destin, FL. 32541

## ARTICLE TEN

### INCORPORATOR

The name and address of the Incorporator of the Corporation is:


Name

Address

Robert M. Sullivan

1096 Old Highway 98  
Destin, FL. 32541

The undersigned incorporator has executed these Articles of  
Incorporation this 2nd day of December, 1997.

  
Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is WYATT INTERNATIONAL CONSULTING SERVICES Inc.

~~CONFIDENTIAL~~

2. The name and address of the registered agent and office is:

Victor C. Sullivan  
(NAME)

1733 N.E. 5th Street  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Ft. Lauderdale, FL 33301  
(CITY/STATE/ZIP)

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DIVISION OF CORPORATIONS

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

  
(SIGNATURE)

4/26/97  
(DATE)