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LAW OFFICES OF
BENJAMIN FELDER, P.A.
THE LANDMARK CENTER
10575 68TH AVENUE NORTH, SUITE D-2
SEMINOLE, FLORIDA 33772

BENJAMIN FELDER
NANCY W. HUNT
ATTORNEYS AT LAW

TELEPHONE: (813) 393-9474
FACSIMILE: (813) 394-0178

March 24, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Via UPS

Re: W & P CONSULTING INC.

Gentlemen:

Enclosed please find the Articles of Incorporation, along with our check # 0215 in the amount of \$122.50 for filing of Articles of Incorporation and a certified copy of same.

Please file and return a certified copy to my office in the self addressed envelope enclosed. Should you have any questions or need additional information, please feel free to contact my office at (813) 393-9474.

Sincerely yours,

Benjamin Felder
BKF

Benjamin Felder

FILED
98 MAR 25 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
W & P CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: W & P Consulting, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares." Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

W & P Consulting, Inc.
10575 68th Ave. N., Suite D-2
Seminole, FL 33772

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 10575 68th Ave. N., Suite D-2, Seminole, FL 33772

and the name of the initial Registered Agent of this Corporation at such address is BENJAMIN FELDER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (2) directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this Corporation is:

GREIG PRATT
10575 68th Ave. N., Suite D-2
Seminole, FL 33772

GLEND A WILLEMS
10575 68th Ave., Suite D-2
Seminole, FL 33772

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Greig Pratt
10575 68th Ave. N., Suite D-2
Seminole, FL 33772

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority interest of the Shareholders of the stock entitled to vote thereon, unless all Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any; of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his or her term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote on consent sufficient for the purpose without counting the votes or consents of such interested directors; and

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitle to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; and


© The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one (51%) percent of the common stock of the Corporation represented at a meeting at which a quorum is

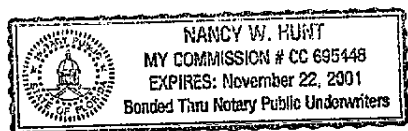
present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of March, 1998.


GREIG PRATT
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS


The foregoing instrument was acknowledge before me this 24th day of March, 1998, by GREIG PRATT, who is personally known to me or who produced _____ as identification and who () did take an oath (☒) did not take an oath.




Notary Public - State of Florida
My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with an accept the obligations pursuant to applicable Florida Statutes.


BENJAMIN FELDER

FILED
MAR 25 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA