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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(850)922-4001

FAX #:

FROM: RAPPEL & ASSOCIATES, P.A.
076043001611

ACCT#:

CONTACT: ROBERT RAPPEL
PHONE: (561)978-0007

FAX #:

(561)569-9303

NAME: WEMLEY, INC.

AUDIT NUMBER.....H98000009554
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 15
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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11:00 5.21.98

B. BROCK MAY 21 1998

Fax Audit No. H980000095540

**ARTICLES OF INCORPORATION
Of
WEMLEY, INC.**

98 MAY 21 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE I

The name of this corporation is:

WEMLEY, INC.

ARTICLE II

The corporation is organized for the purpose of transacting any and lawful business.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a nominal or par value of \$.001 per share.

ARTICLE IV

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal place of business of the Corporation is: 2770 Indian River Boulevard, Suites 313-315, Vero Beach, FL 32960 and the street address of the Initial Registered Agent's office of this Corporation is: 2770 Indian River Boulevard, Suites 314/315, Vero Beach, FL 32960-4230. The name of the initial registered agent of this Corporation at that address is Robert Rappel, D.O., J.D.

ARTICLE VII

This corporation shall have four (4) directors initially. The number of directors of this corporation may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never have less than one (1) director.

Robert Rappel, D.O., J.D.
2770 Indian River Blvd., Stes 313-315
Vero Beach, FL 32960
561.978.0007/Fax 561.569.9303
Florida Bar No.: 0015156

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ARTICLE VIII

The names address of the Directors of this corporation who shall hold office until new successors are elected and qualified are:

Diane Kepley,	President	1255 47 th Avenue Vero Beach, FL 32966
Pat Wemmer,	Vice-President	3525 NW 50 th Drive Okeechobee, FL 32972
David Wemmer,	Secretary	3525 NW 50 th Drive Okeechobee, FL 32972
Steven R. Kepley,	Treasurer	1255 47 th Avenue Vero Beach, FL 32966

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation, is as follows:

Robert Rappel, D.O.,J.D.
2770 Indian River Boulevard, Suites 313-315
Vero Beach, FL 32960

ARTICLE X

Special provisions for the regulation of this corporation are:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the Bylaws.
2. Any meeting of the stockholders and the board of directors may be held either within or without the State of Florida, without notice by the written consent of all of the stockholders or directors as the case may be.
3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation, real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present and

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future stockholders of the corporation.

ARTICLE XI

No contracts or other transactions between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of 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 the 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 such director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself of any firm or corporation in which he may be in any wise interested.

ARTICLE XII

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such directors or officers or former directors or officers or persons shall be adjudged in such action suit or proceeding to be liable for negligence or misconduct in the performance of duty.

2. In case of a criminal action, suit or proceeding a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

4. Such indemnification shall not be deemed exclusive of any rights to

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which these indemnified may be entitled under any Bylaw, agreements, vote of stockholders, or otherwise.

ARTICLE XIII

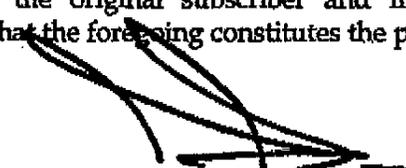
No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have a presumptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds, or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized stock of this corporation may, at any time, from time to time, be issued, optioned, sold or disposed of to such person and upon such terms and conditions in any manner permitted by law without first offering any of such stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholder(s) of the corporation.

ARTICLE XIV

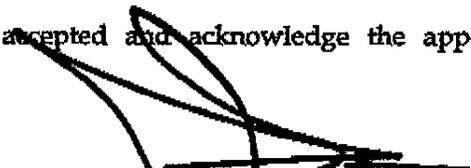
These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved in the stockholders' meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Witness my hand and seal this 21st day of May, 1998.

I, the undersigned, being the original subscriber and Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of WEMLEY, Inc.


ROBERT RAPPEL, D.O., J.D.

I, the undersigned hereby accepted and acknowledge the appointment of Registered Agent of WEMLEY, Inc.


ROBERT RAPPEL, D.O., J.D.

Robert Rappel, D.O., J.D.
2770 Indian River Blvd., Ste 313-315
Vero Beach, FL 32960
561.978.0007/ Fax 561.569.9303
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STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before this 21st day of May, 1998,
by Robert Rappel, D.O., J.D., who is personally known to me and who did not take an
oath.

Mary R. Faller

Notary Public
Commission Number:



APPROVED
AND
FILED
98 MAY 21 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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