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TRANSMITTAL LETTER

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

100002596201--9
-07/23/98--01026--008
*****78.75 *****78.75

SUBJECT: Wise Counsel Financial and Investment Services, Inc.

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 {Additional copy required}
() \$131.25 - Filing Fee, Certified Copy & Certificate {Additional copy required}

FROM: Dono W. Pelham
6105 Raleigh Street #308
Orlando, Florida 32835
(407) 578-5095

NOTE: Please provide the original and ONE COPY of the articles of incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 23 PM 12:21

FILED

JUL 28 1998

**ARTICLES OF INCORPORATION
OF**

Wise Counsel Financial and Investment Services, Inc.

FILED
98 JUL 23 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is: **Wise Counsel Financial and Investment Services, Inc.**

ARTICLE II - PURPOSE

The general nature of the business or businesses to be transacted is to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.
The address of this corporation's principle office is 6105 Raleigh Street #308, Orlando, Florida 32835. The mailing address of the principle office of this corporation is 6105 Raleigh Street #308 Orlando, Florida 32835.

ARTICLE III - CAPITAL STOCK

The maximum number of shares with par value of ZERO DOLLARS AND ZERO CENTS (\$0.00) that this corporation is authorized to have outstanding at any one time is one-hundred thousand shares (100,000) of VOTING COMMON STOCK with a par value of ZERO DOLLARS AND ZERO CENTS (\$0.00) each, and one-hundred thousand shares (100,000) of NON-VOTING PREFERRED STOCK with a par value of ZERO DOLLARS AND ZERO CENTS (\$0.00) each.

If at any time the holders of a majority of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of the shares of the corporation or any part thereof to which agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry out its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation, or any attempted sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face or back of each and every certificate of shares subject to the terms and conditions of such agreement.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 6105 Raleigh Street #308 Orlando, Florida 32835. The name of the initial registered agent is: Dono Warez Pelham.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall not have less than one (1) director but may have such greater number as may be elected by the stockholders from time to time. The names and addresses of the members of the first board of directors, who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are:

Name:

Address:

- 1) Dono W. Pelham - Chairman/President - 6105 Raleigh Street #308
Orlando, Florida 32835.
- 2) Angelia E. Pelham - Executive Vice President - 6105 Raleigh
Street #308 Orlando, Florida 32835.

ARTICLE VI - INCORPORATORS

The name and address of the subscriber of these Articles of Incorporation are as follows:

Name:

Address:

Dono W. Pelham 6105 Raleigh Street #308 Orlando, Florida 32835.

Article VII - Duration

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State in the State of Florida.

Article VIII - Indemnification

The corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article VIV - Amendment

This corporation reserves the right to amend or appeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the company stock holders.

I, THE UNDERSIGNED, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 20 day of July, 1998.

Signed, sealed and delivered in the presence of:

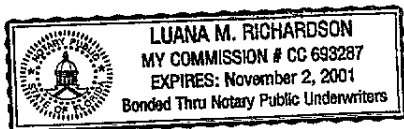
Luana Richardson
Witness

Dono W. Pelham
Dono W. Pelham

Kari McCray
Witness

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20 day of July, 1998, by Dono Pelham, who is personally known to me or who has produced FL. DL as identification, and who did (did not) take an oath.



Luana M. Richardson
Notary Public, State and County
Aforesaid (Signature)

Luana M. Richardson
Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: _____

Registered Agent Acceptance

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]
Signature/Registered Agent

7/20/98
Date

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