

PAUL J. GUILFOIL, P.A.

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Paul J. Guilfoil  
Attorney at Law

99000044129

May 11, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: WING EXCHANGE, INC.  
Our File No. 99-5055

300002872293--9  
-05/12/99--01037--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the fees for filing and registered agent designation.

Thank you for your prompt attention to this matter.

Sincerely,

PAUL J. GUILFOIL, P.A.

By:   
Paul J. Guilfoil

/n  
Enclosures

pc: Ms. Lorraine Scholz

FILED  
99 MAY 12 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH MAY 14 1999

99 MAY 12 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION  
OF  
WING EXCHANGE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this Corporation shall be WING EXCHANGE, INC.

**ARTICLE II**

**Nature of Business**

This Corporation may engage or transact in any activity or business permitted under the laws of the United States of America, of the State of Florida, or any other state, county, territory, or nation.

**ARTICLE III**

**Capital Stock**

The total number of shares of capital stock authorized to be issued by the Corporation shall be Seven Thousand Five Hundred (7,500) shares having \$1.00 par value common per share. All stock when issued shall be paid for and shall be non-assessable.

**ARTICLE IV**

**Existence of Corporation**

This Corporation shall have perpetual existence.

**ARTICLE V**

**Beginning of Corporate Existence**

The effective date of this Corporation shall be the date these Articles of Incorporation are received and filed of record with the Secretary of State.

**ARTICLE VI**

**Principal Office**

The initial street address in this state of the principal office of this Corporation shall be located at 2685 Silver Springs Boulevard, Ocala, Florida 34474. The Board of Directors may from time to time move the principal office to any other address in Florida.

## **ARTICLE VII**

### **Board of Directors**

This Corporation shall have not less than two (2) Directors, initially. The number of Directors may be increased or decreased from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1) Director.

## **ARTICLE VIII**

### **Initial Directors**

The names and street addresses of the members of the first Board of Directors are:

LORRAINE SCHOLZ, 2685 Silver Springs Boulevard, Ocala, Florida 34474  
ROBERT A SCHOLZ, 2685 Silver Springs Boulevard, Ocala, Florida 34474  
LUCILLE CRANSTON, 2685 Silver Springs Boulevard, Ocala, Florida 34474  
ROGER CRANSTON, 2685 Silver Springs Boulevard, Ocala, Florida 34474

## **ARTICLE IX**

### **Subscriber**

The name and address of the subscriber to these Articles of Incorporation are: LORRAINE SCHOLZ, 2685 Silver Springs Boulevard, Ocala, Florida 34474.

## **ARTICLE X**

### **Officers**

The names and addresses of the Officers of this Corporation are:

LORRAINE SCHOLZ, 2685 Silver Springs Boulevard, Ocala, Florida 34474  
ROBERT A SCHOLZ, 2685 Silver Springs Boulevard, Ocala, Florida 34474  
LUCILLE CRANSTON, 2685 Silver Springs Boulevard, Ocala, Florida 34474  
ROGER CRANSTON, 2685 Silver Springs Boulevard, Ocala, Florida 34474

## **ARTICLE XI**

### **Amendment**

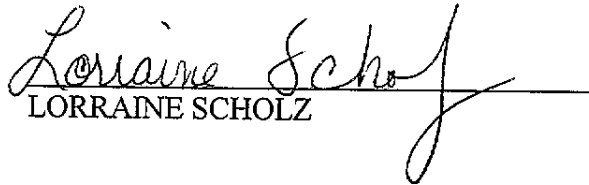
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

**ARTICLE XII**

**Registered Agent and Registered Office**

The name and address of the Registered Agent and the Registered Office to accept service of process within the State of Florida are: LORRAINE SCHOLZ, 2685 Silver Springs Boulevard, Ocala, Florida 34474.

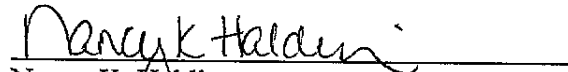
IN WITNESS WHEREOF, I, LORRAINE SCHOLZ, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated this 11 day of May, 1999.

  
LORRAINE SCHOLZ

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared LORRAINE SCHOLZ, who produced Florida Driver's License No. 5420-520-61-588-0 as identification, and who signed the foregoing Articles of Incorporation, and she acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 11th day of May, 1999.

  
Nancy K. Haldin  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That WING EXCHANGE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Ocala, County of Marion, State of Florida, has named LORRAINE SCHOLZ, located at 2685 Silver Springs Boulevard, Ocala, Florida 34474, County of Marion, State of Florida, as its Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated: \_\_\_\_\_

5/11/99

Lorraine Scholz  
LORRAINE SCHOLZ

FILED  
99 MAY 12 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA