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W. WADE WALLACE, P.A.
ATTORNEY AND COUNSELOR AT LAW

(850)837-0155
FAX (850)837-6565

10221 WEST EMERALD COAST PARKWAY SUITE 26
DESTIN, FLORIDA 32541-4163

October 19, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-10/20/99--01044--001
*****78.75 *****78.75

RE: Brain Wave, Inc.

To whom it may concern:

Enclosed please find a check in the amount of \$78.75, to cover the required filing fees for the enclosed Articles of Incorporation, please return certified copies via regular mail at your earliest possible convenience.

Should you have any questions with regard to this matter please do not hesitate to contact this office.

Sincerely,

W. WADE WALLACE, P.A.

Jodie L. Hamm

Jodie L. Hamm
Legal Assistant

/jlh

enclosure

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99 OCT 20 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-22-99
WC

**ARTICLES OF INCORPORATION
OF
BRAIN WAVE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: Brain Wave, Inc.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street address of the initial principal office is: 336 Hilltop Drive, Santa Rosa Beach, FL 32459.

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VII

Stockholder and Corporation Option to Purchase Stock

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

If none of the shareholders desire to purchase the shares of stock, the stockholder must then offer the corporation the option to purchase, it being the intention to give the corporation the second preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders within ten (10) days thereafter, then the corporation has five (5) days to exercise its option. If neither the shareholders nor the corporation exercise their option, then they shall be deemed to have waived their privilege of purchasing, and the stockholder will be at liberty to sell to anyone else.

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TALLAHASSEE, FLORIDA

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 336 Hilltop Drive, Santa Rosa Beach, FL 32459; the name of the initial registered agent of this corporation at that address is: Justin M. Jones.

ARTICLE IX

Board of Directors

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE X

Officers

The corporation shall have the following officers; President, Secretary and Treasurer who shall be elected by a majority vote of the directors.

ARTICLE XI

Incorporators

The name and address of the incorporator is: Justin M. Jones, 336 Hilltop Drive, Santa Rosa Beach, FL 32459.

ARTICLE XII

Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any article hereto or amendment thereof, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of October, 1999.

Justin M. Jones

STATE OF FLORIDA
COUNTY OF WALTON

The forgoing instrument was acknowledged before me this 19th day of October, 1999 by Justin M. Jones, (☒) who is personally known to me/(☐) who produced the following as identification:

WITNESS my hand and seal this 19th day of October, 1999.



W. Wade Wallace
MY COMMISSION # CC582304 EXPIRES
October 31, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

W. Wade Wallace
Name:

Notary Public

My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST -- That Brain Wave, Inc., with its principal place of business at 336 Hilltop Drive, Santa Rosa Beach, FL 32459, has named **Justin M. Jones**, located at 336 Hilltop Drive, Santa Rosa Beach, FL 32459, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 Florida Statutes.

Date:

OCTOBER 19, 1999

Justin M. Jones

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA