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BERG & WHEELER, P.A.

ATTORNEYS AT LAW

JEFFREY BUILDING

217 EAST ROBERTSON STREET

BRANDON, FLORIDA 33511

ELIZABETH S. WHEELER*

RICHARD F. WHEELER

WALTER H. BERG, JR.

(RETIRED)

January 28, 2002

TELEPHONE
(813) 685-0050

FACSIMILE
(813) 685-0369

*BOARD CERTIFIED IN APPELLATE PRACTICE

VIA OVERNIGHT DELIVERY
PERSONAL AND CONFIDENTIAL

Mr. Alan Crum

Florida Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32301

400004849834--5
-01/31/02--01012--001
*****78.75 *****78.75

Re: The Woodshed, Inc.

Dear Mr. Crum:

With regard to the above-referenced corporation, enclosed are the articles of incorporation, along with an additional copy for certification. Also enclosed is our firm's check in the amount of \$78.75, in payment of the following fees:

1)	Filing fee for articles	\$ 35.00
2)	Designation of and acceptance of registered agent	35.00
3)	Certified copy of articles	<u>8.75</u>
	Totaling	\$ 78.75

Thank you for your assistance in this matter.

Very truly yours,



Richard F. Wheeler

RFW/rkb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE WOODSHED, INC.

ARTICLE I. NAME

The name of the corporation is The Woodshed, Inc..

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation is 2719 Crosby Road, Valrico, Florida 33594, and the corporation's mailing address is the same.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one class of stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2719 Crosby Road, Valrico, Florida 33594, and the name of the initial registered agent of the corporation at this address is Clifford Gatewood.

ARTICLE V. INITIAL DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be fewer than one. The names and addresses of the directors of this corporation are:

Clifford Gatewood
2719 Crosby Road
Valrico, Florida 33594.

Deborah Gatewood
2719 Crosby Road
Valrico, Florida 33594.

Thomas Pittinger
890 Blankership Road
Dover, Florida 33527

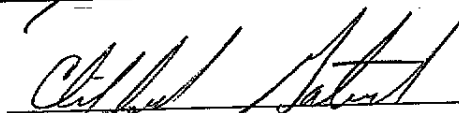
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. INCORPORATOR

The name and address of the person signing these articles are:

Clifford Gatewood
2719 Crosby Road
Valrico, Florida 33594.

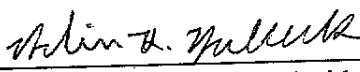
IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 29th day of January, 2002.


CLIFFORD GATEWOOD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

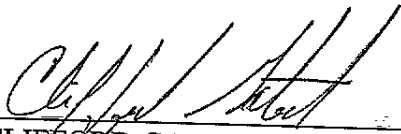
The foregoing instrument was acknowledged before me this 29th day of January, 2002, by CLIFFORD GATEWOOD, who is personally known to me or who has presented N/A as identification.




Notary Public, State of Florida
Robin K. Babcock
(Printed name of notary)
My Commission Expires: 11-27-2004

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Clifford Gatewood, hereby agrees to serve as Registered Agent for Stewart-Miller, Inc., until further notice.


CLIFFORD GATEWOOD
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA