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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.
9400 S DADELAND BLVD
SUITE 600
MIAMI FL 33156- 316-
CONTACT: MARY W KURLANSIK
PHONE: (305) 670-0201
FAX: (305) 670-6152

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WARREN O. WOOD FINANCIAL GROUP, INC.

FAX AUDIT NUMBER: H96000001565

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/01/1996

TIME REQUESTED: 12:41:58

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
WARREN O. WOOD FINANCIAL GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WARREN O. WOOD FINANCIAL GROUP, INC.

ARTICLE II - CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing these Articles of Incorporation; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the state of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

This instrument prepared by:
Alan R. Chase, Esquire
Florida Bar No. 20547B
Cohen, Chase, Hoffman & Trautman, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156
(305) 670-0201

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ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
7,500	\$1.00	Common

ARTICLE V - PRINCIPAL OFFICE

The corporation's principal office shall initially be located at the following address: 5722 S. Flamingo Road, Suite 155, Cooper City, Florida 33330-3206. The corporation's mailing address shall, initially, be located at the same address.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
Ed A. Stucke, Jr.	911 SW 74th Avenue Miami, Florida 33144-4525

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The initial director of this corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
Ed A. Stucke, Jr.	5722 S. Flamingo Road, Suite 155 Cooper City, Florida 33330-3206

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ARTICLE VIII - INCORPORATOR

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

NAME

ADDRESS

Ed A. Stucke, Jr.

5722 S. Flamingo Road, Suite 155
Cooper City, Florida 33330-3206

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of January, 1996.

Incorporator:

Ed A. Stucke, Jr.
ED A. STUCKE, JR.

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TALLAHASSEE, FLORIDA

I, the undersigned initial registered agent, am familiar with and accept the duties and responsibilities as registered agent for the corporation:

Ed A. Stucke, Jr.
ED A. STUCKE, JR.

PARA\FILES\WOW\ARTICLES

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Warren O. Wood Financial Group, Inc.

10081 Lincw Boulevard - Suite 219
Lembroke Lincw, Florida 33024-6169

January 15, 1997

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

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Dear Sir(s):

This is a request to amend to the articles of incorporation; specifically article I and article III (name and capital stock respectively).

Enclosed is a check for \$96.25. (\$35.00 filing fee; \$52.50 certified copies; and \$8.75 certificate of status).

Thank you.

Sincerely,



Ed A. Stucke, Jr.
President/Director/Incorporator
(954) 438-7872 - Home
(954) 928-5021 - Pager

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37 JAN 29 PM 12:13
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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97 JAN 29 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WARREN O. WOOD FINANCIAL GROUP, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I. - NAME OF CORPORATION

IS TO BE AMENDED TO:

WARREN O. WOOD, INC.

ARTICLE III. - CAPITAL STOCK.

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 20,000 SHARES OF CAPITAL STOCK HAVING \$30.00 PAR VALUE PER SHARE; 5,000 SHARES OF COMMON STOCK HAVING \$10.00 PAR VALUE; AND 15,000 SHARES OF PREFERRED STOCK HAVING \$20.00 PAR VALUE.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: DECEMBER 31ST, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes for the amendment(s) was/were sufficient for approval by _____"
voting group

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

XXX The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action as not required.

Signed this day 31ST of DECEMBER, 19 96.

Signature _____



(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ED A. STUCKE, JR.

Type or printed name

PRESIDENT/DIRECTOR/INCORPORATOR

Title