



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

P96000051061

May 10, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800001872248
-06/24/96--01011--025
*****70.00 *****70.00

RE: R.S. Woods & Co.
P3006715WOWOO

96 JUN 13 PM 1:3
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for R.S. Woods & Co.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Dawn Showell
Corporate Service Representative

FILING	35
R. AGENT	35
CERT. COPY	
CUS	
OVERPAYMENT	
TOTAL	70

enc.

New Articles
SP



THE COMPANY CORPORATION

1111 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0140 • Fax: (302) 575-1346

June 4, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314
ATTN: SUSAN PAYNE

RE: R.S. Woods & Co.

Dear Ms. Payne:

Enclosed please find our check in the amount of \$70.00 for R.S. Woods & Co. We have mistakenly sent a check payable to the State of Georgia.

Please return the erroneous check with confirmation of this filing to my attention.

Sincerely,

Kimberly Andras

enc.

ARTICLES OF INCORPORATION
OF
R.S. Woods & Co., Inc.

96 JUN 13 PM 1:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be R.S. Woods & Co., Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is

1550 Terrell Mill Road, Marietta, GA 30067

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

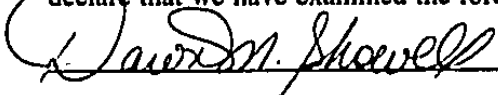
Rick Woods 1550 Terrell Mill Road, Marietta, GA 30067

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Dawn M. Showell c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 2nd day of May, 1996.

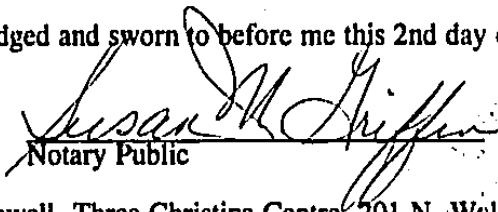


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day of May, 1996 by Dawn M. Showell.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994



Notary Public

This document was prepared by Dawn M. Showell, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this R.S..Woodb & Co. (State of Georgia) desiring to organize under the laws of the state of Florida with its principal place of business located in the city of Marietta, State of Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of process within 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.



Larry Wolfe

Date

FILED
JUN 18 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000051061

317 PLANTATION OAK AVE
LAKE DALLAS, TX 75065

City/State/Zip

Phone #

300002148293--7
-04/18/97--01114--008
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 APR 18 AM 10:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SH 4/24

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: R.S. Woods & Co., Inc

SECOND: The articles of incorporation were filed on: 6/13/96

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 15th day of April, 19 97.

Signature Rick Woods
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Rick Woods
(Typed or printed name)

President
(Title)

FILED
97 APR 18 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA