

Document Number Only

F000000002175

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

700003210917--8  
-04/17/00--01074--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

700003210917--8  
-04/17/00--01074--018  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

CORPORATION(S) NAME

Woods-Associates, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 APR 19 PM 11 17

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

04/17/00

70019W021501

h3k 4/9

RECEIVED  
00 APR 17 AM 11:54  
CLERK OF COURT  
JUDICIAL DEPARTMENT  
TALLAHASSEE, FL 32304

**RESOLUTION OF BOARD OF DIRECTORS**  
(Please print or type)

I, the undersigned Richard M. Woods, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Woods-Associates, Inc.

(Corporate Name)

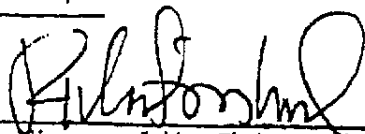
a corporation duly organized and existing under the laws of the State of Wisconsin

was duly adopted on April 17, 2000.

Be it resolved, that Woods-Associates, Inc.  
(Corporate Name)

organized and existing in the State of Wisconsin, hereby adopts the name  
Woods-Associates, Inc. of Wisconsin for use in Florida.

Dated: April 17, 2000



Signature of either Chairman, Vice Chairman or any officer

Richard M. Woods

Type or print Name

FILED  
DIVISION OF CORPORATIONS  
00 APR 19 PM 1:17

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Woods-Associates, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Wisconsin 3. 39-1314281  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 15, 1978 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 229 E. Wisconsin Avenue, Suite 700, Milwaukee, Wisconsin 53202  
(Principal office address)
- b. 229 E. Wisconsin Avenue, Suite 700, Milwaukee, Wisconsin 53202  
(Current mailing address)

8. To engage in any lawful activities authorized by Florida statutes  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

Francis P. Regan  
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED  
STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATIONS  
APR 19 11 17 AM '78

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard M. Woods

Address: 229 East Wisconsin Avenue, Suite 700  
Milwaukee, WI 53202

Vice Chairman: Timothy F. Moynihan

Address: 229 East Wisconsin Avenue, Suite 700  
Milwaukee, WI 53202

Director: John J. Bayer

Address: 229 East Wisconsin Avenue, Suite 700  
Milwaukee, WI 53202

Director: Richard M. Woods

Address: 229 East Wisconsin Avenue, Suite 700  
Milwaukee, WI 53202

FILED STATE  
SECRETARY OF CORPORATIONS  
00 APR 19 PM 1:17

B. OFFICERS

President: Richard M. Woods

Address: 229 E. Wisconsin Avenue, Suite 700  
Milwaukee, Wisconsin 53202

Vice President: Timothy F. Moynihan

Address: 229 E. Wisconsin Avenue, Suite 700  
Milwaukee, Wisconsin 53202

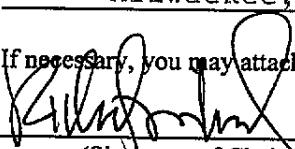
Secretary: John J. Bayer

Address: 229 E. Wisconsin Avenue, Suite 700  
Milwaukee, Wisconsin 53202

Treasurer: Richard M. Woods

Address: 229 E. Wisconsin Avenue, Suite 700  
Milwaukee, Wisconsin 53202

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard M. Woods, President  
(Typed or printed name and capacity of person signing application)

DOM  
180 181 185

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 APR 19 PM 1:17

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

WOODS-ASSOCIATES, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is November 15, 1978.

I further certify that said corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and affixed the official seal  
of the Department on 13 Apr 2000.

RAY ALLEN, Administrator  
Division of Corporate & Consumer Services  
Department of Financial Institutions

BY:



Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.