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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida not-for-profit corporation is:

Woolbright and Jog Association, Inc.

Article II. Address

The mailing address of the Corporation is:

1555 Palm Beach Lakes Boulevard.
Suite 1208
West Palm Beach, FL 33401

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized. The principal purpose of the Corporation is to manage commercial non-residential land.

Article IV. Membership

All persons owning a fee simple interest in the land other than any governmental agencies, which owners by recording a declaration of covenants encumbering certain lands and in that recorded declaration grant authority to the Corporation to manage the designated land and improvements. Members by resolution approved in accordance with the Bylaws may change the qualifications for membership. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Leo L. Bentz
980 North Federal Highway, Suite 205
Boca Raton FL 33432

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized

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and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes..

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than two. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial members of the Corporation's Board of Directors is:

Herbert F. Kahlert
Karl A. Kahlert
Leo L. Bentz

Article VIII. Incorporator

The name and address of the incorporator is:

Leo L. Bentz
Leo L. Bentz, P. A.
980 North Federal Highway, Suite 205
Boca Raton FL 33432

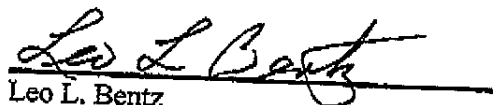
Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation.

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of the filing of these Articles of Incorporation with the Florida Department of State.

The authorized representative of the incorporator executed these Articles of Incorporation on January 9, 2000.


Leo L. Bentz

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION:

Woolbright and Jog Association, Inc.

REGISTERED AGENT/OFFICE:

**Leo L. Bentz
980 North Federal Highway, Suite 205
Boca Raton FL 33432**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Leo L. Bentz

DATE: January 4, 2000

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