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HEBERT LAW GROUP, P.A.
ATTORNEYS AT LAW

13560 49th Street North, Suite I
Clearwater, Florida 33762
www.lawyers.com/hebertlaw

(727) 573-2622
Fax (727) 573-2786
hebertlaw@lawyers.com

February 18, 2000

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 3314

Re: New Way Homes, Inc.
Wood'N Ship, Inc.

500003141365--6
-02/21/00--01098--001
*****140.00 *****70.00

Dear Sir/Madam:

RECEIVED DATE

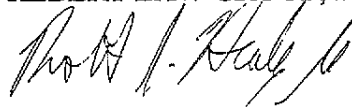
02-15-00

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporations. Also enclosed is a check in the amount of \$140.00 (\$70.00 filing fee for each corporation), payable to the Secretary of State for filing. Please incorporate the above companies and return the proof of incorporation to our offices.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

HEBERT LAW GROUP, P.A.



Robert J. Healy, Jr., Esquire

scw
Enclosures

No Copy

T. Burch FEB 23 2000

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:

Wood'N Ship, Inc.

Article II. Address

The mailing address of the Corporation is:

Wood'N Ship, Inc.
540 Bay Street
Dunedin, FL 34698

EFFECTIVE DATE
02-15-00

Article III. Registered Agent

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

Suzanne Wilson
540 Bay Street
Dunedin, FL 34698

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Woodrow M. Wilson
Scott Blankenship

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. 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 applicable law.

Robert J. Healy, Jr., Esquire FL Bar Member 0173990
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Article V Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

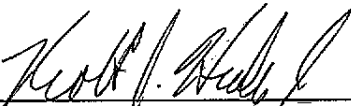
The name and address of the incorporator is:

Woodrow M. Wilson
540 Bay Street
Dunedin, FL 34698

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 15, 2000.

The undersigned incorporator executed these Articles of Incorporation on February 15, 2000.



WOODROW M. WILSON
by Robert J. Healy, Jr., Esq. as attorney-in-fact

Robert J. Healy, Jr., Esquire FL Bar Member 0173990
Hebert Law Group, P.A.
13560 49th St. North, Suite 1
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

CORPORATION
Wood'N Ship, Inc.

REGISTERED AGENT/OFFICE:
Suzanne Wilson
540 Bay Street
Dunedin, FL 34698

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 position.


SUZANNE WILSON

Date: February 15, 2000

Robert J. Healy, Jr., Esquire FL Bar Member 0173990
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