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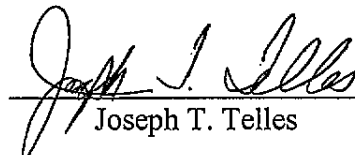
JOSEPH T. TELLES, INC.  
12765 W. FOREST HILL BLVD  
SUITE 1305  
WELLINGTON, FL 33414  
1-561-784-0100

May 8, 2000

Department of State,

Please find enclosed the Articles of Incorporation for Jerry and Woody, Inc. and the appropriate fee to the Department of State.

900003275509--3  
-06/02/00--01092--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

  
Joseph T. Telles

FILED  
00 JUN - 2 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JUN 12 2000

**ARTICLES OF INCORPORATION  
OF  
JERRY AND WOODY, INC.**

**FILED**  
00 JUN -2 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of the Corporation is JERRY AND WOODY, INC.

The address of the Corporation is 12765 W. Forest Hill Blvd. # 1305 Wellington, FL 33414

**ARTICLE II**

This Corporation shall have perpetual existence.

**ARTICLE III**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE**

The street address of the initial registered office of this corporation is 12765 W. Forest Hill Blvd. #1305, Wellington, FL 33414 and the name of the initial registered agent of this corporation at that address is Joseph T. Telles. I hereby am familiar with and accept the duties and responsibilities as registered agent for Jerry and Woody, Inc.

  
\_\_\_\_\_  
Joseph T. Telles

## **ARTICLE VIII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<b>NAME</b>	<b>ADDRESS</b>
Joseph T. Telles	12765 W. Forest Hill Blvd. #1305 Wellington, FL 33414

## **ARTICLE VIII INCORPORATION**

The name and address of the person signing these Articles are:

<b>NAME</b>	<b>ADDRESS</b>
Joseph T. Telles	12765 W. Forest Hill Blvd. #1305 Wellington, FL 33414

## **ARTICLE IX INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any other former officer or director, to the full extent permitted by law.

**ARTICLE X  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporators have executed these Articles of Incorporation this the 8th day of May, 2000

**STATE OF FLORIDA**

**COUNTY OF PALM BEACH**

) *Joseph T. Telles*  
Incorporator

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph T. Telles to me and known by me to be the person who executed the foregoing Articles of Jerry and Woody, Inc. and he acknowledges before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this the 8th of May, 2000.

*Kimberly A. Crissman*

**Notary Public  
State of Florida at Large**

My Commission expires:

Proof of Identification:  
Personally Known



KIMBERLY A. CRISSMAN  
My Commission CC562429  
Expires Jun. 17, 2000