CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE

MICHAEL R. CAREY DOUGLAS P. MANSON RANDALL P. MUELLER ANDREW M. O'MALLEY JANE ELLEN VINCE DANIEL D. WHITAKER

TAMPA, FLORIDA 33606

TELEPHONE: (813) 250-057 FACSIMILE: (813) 250-9898 E-MAIL: cowmpa@aol.com

July 26, 2000

Corporate Records Bureau Division of Corporations Florida Department of State Post Office Box 6327 Tallahassee, Florida 32314

200003340202--07/31/00--01034--011 ******79.75 *****78.75

Re:

Woodlands Development Corporation

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>8.75</u>
	Total	\$78,75

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

NRB/as Enclosures

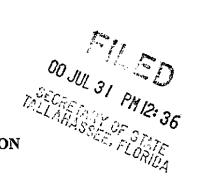
Woodlands Development Corporation cc:

20-10043

ARTICLES OF INCORPORATION

OF

WOODLANDS DEVELOPMENT CORPORATION



The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Woodlands Development Corporation

ARTICLE 2

Mailing Address

The mailing address and street address of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Andrew M. O'Malley

ARTICLE 5

<u>Incorporator</u>

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

Gerald Flatt 712 South Oregon Avenue Tampa, Florida 33606

ARTICLE 6

Initial Board of Directors

This corporation shall have one (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 (1). The name and address of the initial director of this corporation is:

Gerald Flatt 712 South Oregon Avenue Tampa, Florida 33606

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this day of July, 2000.

Gerald Flatt

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 2673 day of July, 2000 by Gerald Flatt.

SEAL



Type, Print or Stamp Name of Notary
Personally known

or Produced Identification

Type of Identification Produced _____

Acceptance of Registered Agent

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

Andrew M. O'Malley

20-10042