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REFERENCE : 880213 81491A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 30, 2000

ORDER TIME : 10:41 AM

ORDER NO. : 880213-005

CUSTOMER NO: 81491A

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CUSTOMER: Mark H. Dahlmeier, Esq
Jones Foster Johnston & Stubbs

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: WOOLBRIGHT 3 FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 PM 1:40

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 AM 10:24
SUFFICIENCY
10/30/00

EFFECTIVE DATE

10/25/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 30 PM 1:40

**ARTICLES OF INCORPORATION
OF
WOOLBRIGHT 3 FLORIDA, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be WOOLBRIGHT 3 FLORIDA, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock of \$.10 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 4800 North Federal Highway, Suite D-108, Boca Raton, Florida 33431.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Peter S. Holton, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have three Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the initial Directors are:

Duane Stiller
4800 North Federal Highway
Suite D-108
Boca Raton, Florida 33431

Denis Beulieu
4800 North Federal Highway
Suite D-108
Boca Raton, Florida 33431

Michael Fimiani
4800 North Federal Highway
Suite D-108
Boca Raton, Florida 33431

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall

be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party

or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Duane Stiller	President
Denis Beulieu	Vice President and Treasurer
Michael Fimiani	Vice President and Secretary

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Peter S. Holton
505 South Flagler Drive
Suite 1100
West Palm Beach, Florida 33401

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed

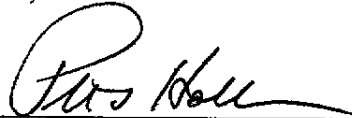
by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.0203, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of October, 2000.

A handwritten signature in black ink, appearing to read "Peter S. Holton", written over a horizontal line.

Peter S. Holton, Incorporator

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 30 PM 1:40

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

That WOOLBRIGHT 3 FLORIDA, INC., desiring to organize under
the laws of the State of Florida, has named Peter S. Holton, located at the Registered
Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach,
Florida 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated
corporation at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.



Peter S. Holton, Registered Agent