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TRANSMITTAL LETTER

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01 AUG 23 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CB Woodyard, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500004552095--9
-08/23/01--01041--010
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Samuel Cohens Jr.
Name (Printed or typed)

7934 Lake Park Court
Address

Jacksonville, Florida 32208
City, State & Zip

(904) 354-2308
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FROM: AUG 23 2001

Articles of Incorporation
of
CB Woodyard, Inc.

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TALLAHASSEE, FLORIDA

1. **Name.**

The name of the Corporation is CB Woodyard, Inc.

2. **Principal Office and Registered Agent.**

Its principal office shall be the same. The address of said office in the State of Florida is 1237 Kings Road, in the City of Jacksonville, County of Duval 32209.

The name of its registered agent is Samuel Cohen Jr., who understands and accepts all duties and responsibilities of registered agent. The address of said office in the State of Florida is 7934 Lake Park Court, in the City of Jacksonville, County of Duval 32208.

3. **Purposes.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. **Capital Stock**

The total number of shares of capital stock that the Corporation shall have authority to issue is 100, all of which are to be common stock with No Par Value.

5. **Incorporator.**

The name and mailing address of the incorporator is: Samuel Cohens Jr., 7934 Lake Park Court, Jacksonville, Florida 32208.

6. **Existence.**

The Corporation is to have perpetual existence.

7. **Liability of Stockholders.**

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. **Management.**

Subject to the provisions of the law of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by status or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws.
- (d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (g) Upon the sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.
- (h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

- (i) The Corporation reserves the rights to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of August, 2001.

Samuel Cohen Jr.
Samuel Cohen Jr.

I, THE UNDERSIGNED, agree to accept the duties as Registered Agent for the above corporation.

Samuel Cohen Jr.
Samuel Cohen Jr.

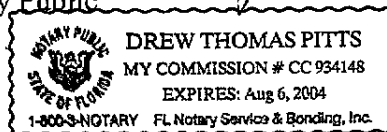
State of FLA.)
) ss
County of Duval)

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BE IT REMEMBERED that on this 8-22-01 personally came before me, a Notary Public for the State of FLA., Samuel Cohen Jr., to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my mind and seal the day and year written above.

Drew Thomas Pitts
Notary Public



My commission expires:
