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December 5, 2001

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*****70.00 *****70.00

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

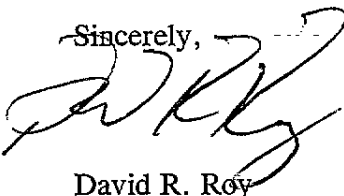
Re: WOODARD RUDOLPH, INC.
Articles of Incorporation

Dear Sir/Madam:

Please find enclosed the original and (1) copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing cost.

Please return a true copy of the Articles of Incorporation upon filing. If there are any problems, do not hesitate to contact me.

Sincerely,



David R. Roy

DRR/cr
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
WOODARD RUDOLPH, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be WOODARD RUDOLPH, INC.

ARTICLE II

The duration of the corporation shall be perpetual unless dissolved according to the laws of the State of Florida.

ARTICLE III

The corporation's purpose is the acquisition, ownership and management of commercial real estate and to transact any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE IV

The principal place of business of this corporation shall be 4920 NW 48th Avenue, Coconut Creek, FL 33073.

ARTICLE V

The mailing address of the corporation shall be 4920 NW 48th Avenue, Coconut Creek, FL 33073.

ARTICLE VI

The corporation shall have two (2) officers, being that of President, and Secretary. The names and addresses of these officers are as follows:

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01 DEC 10 AM 7:38

Sherry W. Rudolph, P
4920 NW 48th Avenue
Coconut Creek, FL 33073

Winston Rudolph, S
4920 NW 48th Avenue
Coconut Creek, FL 33073

ARTICLE VII

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation are:

Sherry W. Rudolph
4920 NW 48th Avenue
Coconut Creek, FL 33073

Winston Rudolph
4920 NW 48th Avenue
Coconut Creek, FL 33073

ARTICLE VIII

The number of shares that the corporation shall be authorized to have outstanding is One Thousand (1,000) with a par value of \$1.00.

ARTICLE IX

The corporation shall have an initial Board of Directors consisting of the following members whose names and addresses are as listed below, who shall serve until a permanent Board of Directors is elected at the corporations first annual meeting:

Sherry W. Rudolph
4920 NW 48th Avenue
Coconut Creek, FL 33073

Winston Rudolph
4920 NW 48th Avenue
Coconut Creek, FL 33073

ARTICLE X

The name and address of this corporation initial registered agent is

David R. Roy, Esq.
DAVID R. ROY, P.A.
4209 N. Federal Hwy.
Pompano Beach, FL 33064

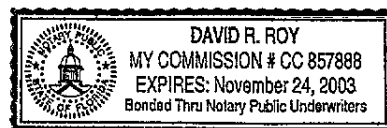
IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes, subscribes, acknowledges and files in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, this 5th day of December, 2001.

Sherry W. Rudolph
Sherry W. Rudolph
Winston
Winston Rudolph

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 5th day of December, 2001, by Sherry W. Rudolph and Winston Rudolph, who are personally known to me or who have produced their drivers licenses as identification.

DRK
NOTARY PUBLIC



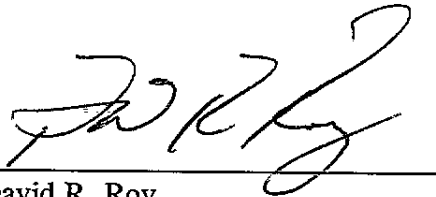
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is WOODARD RUDOLPH, INC.
2. The name and address of the registered agent and office is:

David R. Roy, Esq.
DAVID R. ROY, P.A.
4209 N. Federal Hwy.
Pompano Beach, FL 33064

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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.



David R. Roy
Registered Agent

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