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WARNER & MALLORY, P.A.

PETER A. MALLORY*
SHERRI DENTON MALLORY
TIMOTHY M. WARNER**
WILLIAM G. WARNER***

ATTORNEYS AT LAW
POST OFFICE BOX 760 (ZIP 32402)
442 GRACE AVENUE
PANAMA CITY, FLORIDA 32401
TELEPHONE (850) 747-8131
TELECOPIER (850) 873-8733

CERTIFIED FAMILY LAW MEDIATOR

** ALSO ADMITTED IN LOUISIANA

FLORIDA SUPREME COURT

*** BOARD CERTIFIED CRIMINAL TRIAL PRACTICE

January 15, 2002

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

RE: WOODS HOME IMPROVEMENT, INC.

Gentlemen:

Enclosed please find original and one (1) copy of Articles of Incorporation for the abovenamed corporation, Designation of Registered Agent and Acknowledgment. Also enclosed is this firm's check in the amount of \$78.75 for the filing fee, registered agent designation and certified copy. Please return the certified copy to my office at the above address.

Thank you for your assistance. Please contact my office if you have any questions.

Very truly yours,

WARNER & MALLORY, P.A.

Timothy M. Warner

TMW:tb Enclosure(s) 2002 JAN 17 AM 8: 04
SECKLINNY OF STATE
ALLAHASSEE FLORIDA

Tilasloa

EFFECTIVE DATE

ARTICLES OF INCORPORATION

2002 JAN 17 AM 8: 04

OF

SEURE MAY OF STATE TALLAHASSEE FLORIDA

WOODS HOME IMPROVEMENT, INC.

Article I - Name

The name of this corporation is **WOODS HOME IMPROVEMENT, INC.** The initial street address of the principal office is 2101West Highway 390, #706, Lynn Haven, FL 32444, and the mailing address is the same.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 442 Grace Avenue, Panama City, Florida, and the name of the initial registered agent of this corporation at that address is TIMOTHY M. WARNER.

Article VI - 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 By-Laws, but shall never be less than one

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

Michael C. Woods 2101 West Highway 390, #706 Lynn Haven, FL 32444

Article VII - Incorporators

The name and address of the person(s) signing these Articles is as follows:

Michael C. Woods 2101West Highway 390, #706 Lynn Haven, FL 32444

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

Article IX - Indemnification

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

Article X - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these		
Articles of Incorporation this day of January, 2002.		
		Michael C. Woods, Director
STATE OF FLORIDA COUNTY OF BAY		
The foregoing instrument was acknowledged before me this day of January, 2002, by MICHAEL C. WOODS, who: (notary must check applicable box)		
	is personally known to me. produced a current Florida driver's license produced as identified	as identification.
	(SEAL)	Theresa Bush (Print Name)
		Notary Public Serial #
		My Commission Expires:



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

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

First - That WOODS HOME IMPROVEMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2101 West Highway 390, #706, Lynn Haven, FL 32444, State of Florida, has named TIMOTHY M. WARNER, located at 442 Grace Avenue, Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

<u>ACKNOWLEDGEMENT</u>

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

day of January, 2002.