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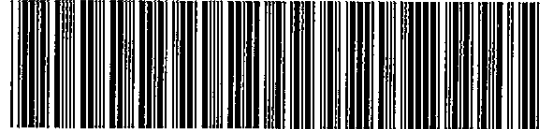
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TALLAHASSEE FLORIDA

JOHNSTON & SASSER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAILING ADDRESS:

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BROOKSVILLE, FLORIDA 34605-0997

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DAVID C. SASSER
DARRYL W. JOHNSTON

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BROOKSVILLE, FLORIDA
TELEPHONE: (352) 796-5123

4026 COMMERCIAL WAY
SPRING HILL, FLORIDA
TELEPHONE: (352) 688-7490

March 31, 2003

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

RE: Edward T. Woodruff, Inc.

Gentlemen:

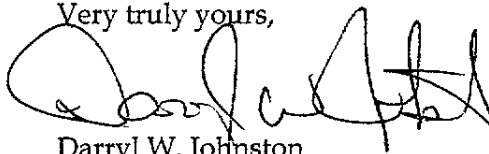
Enclosed is the signed original and one copy of the following with regard to the referenced corporation to be domesticated in the State of Florida:

- a. Certificate of Domestication
- b. Articles of Incorporation

A check in the amount of \$128.75 is also enclosed for the fees for this new corporation (\$50.00 for the domestication and \$78.75 for the filing of the new articles and a certified copy). Please process same at your earliest opportunity and return a certified copy of the articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,



Darryl W. Johnston

DWJ:bsj
Enclosures
cc: Edward T. Woodruff, Inc.

CERTIFICATE OF DOMESTICATION

The undersigned, EDWARD T. WOODRUFF, who is the President of EDWARD T. WOODRUFF, INC., A U.S. Corporation, in accordance with Florida Statutes, section 607.0401 does hereby certify:

1. The date on which the corporation was first formed is February 6, 1997.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Maryland.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was EDWARD T. WOODRUFF, INC.
4. The name of the corporation as set forth in its articles of incorporation to be filed pursuant to ss. 607.0401 and 607.0202 with this certificate is EDWARD T. WOODRUFF, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Maryland. I am the President of EDWARD T WOODRUFF, INC. I am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 27 day of March, 2003.


Edward T. Woodruff

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TALLAHASSEE, FLORIDA 32301

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ARTICLES OF INCORPORATION

OF

EDWARD T. WOODRUFF, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is EDWARD T. WOODRUFF, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To provide engineering consulting work, including chemical engineering consultation for new product and new process design.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

Prepared by:
Darryl W. Johnston, Esquire
Florida Bar No. 768286
Johnston & Sasser, P. A.
P. O. Box 997
Brooksville, FL 34605-0997
352/796-5123 (phone) 352/799-3187 (fax)

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C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) shares of common stock. Such shares shall be of a single class and shall have no par value per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address is Edward T. Woodruff, 31283 Satinleaf Run, Brooksville, FL 34602. The principal office and mailing address of this corporation is 31283 Satinleaf Run, Brooksville, FL 34602.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have at one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Edward T. Woodruff	31283 Satinleaf Run, Brooksville, FL 34602

ARTICLE VII - INCORPORATOR(S)

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Edward T. Woodruff	31283 Satinleaf Run, Brooksville, FL 34602

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ARTICLE VIII - PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE IX - STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion

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to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE X - AMENDMENT

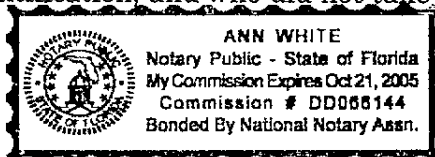
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of March, 2003.


Edward T. Woodruff

STATE OF FLORIDA
COUNTY OF HERNANDO

THE foregoing Articles of Incorporation were signed and acknowledged before me by Edward T. Woodruff, who is personally known to me or who produced DL as identification, and who did not take an oath, this 27 day of March, 2003.




Notary Public

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is EDWARD T. WOODRUFF, INC.

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2. The name and address of the registered agent and office is:

Edward T. Woodruff
31283 Satinleaf Run
Brooksville, FL 34602

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.

Edward T. Woodruff
Edward T. Woodruff

March 27, 2003
Date

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TALLAHASSEE FLORIDA

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