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(Requestor's Name)

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(City/State/Zip/Phone #)

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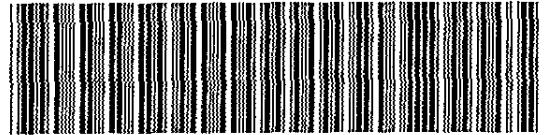
(Business Entity Name)

(Document Number)

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SECURITY STATE
TALLAHASSEE FLORIDA

Isaac Matz, P.A., C.P.A.

Certified Public Accountant

**2742 Biscayne Blvd
Miami, FL
33137**

www.miami-taxes.com

(305) 573-6640

Email:

isaac@miami-taxes.com

Fax (305) 573-6648

4/22/03

State of Florida
Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL, 32314

To whom it may concern:

Enclosed please find the following documentation for domestication of Woodridge Finance Corp, and Good Spring Development Corp.

1. Two checks in the amount of \$128.75 each payable to Secretary of State
2. Certificate of domestication for Woodridge Finance Corp and Good Spring Development Corp.
3. Articles of Incorporation for Woodridge Corp and Good Spring Development

If you have any questions do not hesitate to call me at 305-573-6640

Also provide us with a copy of the above recorded documents. Thank you for your cooperation in this matter.

Sincerely,



Isaac Matz, CPA

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SECRETARY OF STATE
TALLAHASSEE, FL 32310

CERTIFICATE OF DOMESTICATION

The undersigned, Marta Calle, Managing Director of **Woodridge Finance SA**, a foreign corporation, hereinafter referred to as "the Corporation", in accordance with Florida Statutes, section 607.1801, does hereby certify:

1. The date on which the Corporation was first formed was January 21, 1991.
2. The Corporation was first formed and incorporated in the jurisdiction of Panama.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was **Woodridge Finance SA**.
4. The name of this corporation, as set forth in this articles of incorporation filed herewith pursuant to Florida Statutes 607.0202 and 67.0401, is **Woodridge Finance Corp**.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the Corporation immediately prior to the filing of the Certificate of Domestication was Panama.

I am Managing **Director of Woodridge Finance SA**, and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 21 day of April 2003.


Marta Calle, Managing Director

ARTICLES OF INCORPORATION
OF
WOODRIDGE FINANCE CORP

ARTICLE I - NAME AND ADDRESS

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TALLAHASSEE FLORIDA

The name of this corporation is Woodridge Finance Corp. The address of the initial principal office and the mailing address of this corporation is 2742 Biscayne Blvd, Miami, FL. 33137

ARTICLE II - PURPOSE.

This corporation may engage in, conduct and transact any and all lawful business.

This Corporation shall have perpetual existence .

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is
Five Hundred shares of common stock, of one dollar (\$1.00) par value each.

ARTICLE IV - INITIAL REGISTERED
OFFICE AND AGENT.

The street address of the initial registered office of this corporation and the name of

The initial registered agent of this corporation at such office is:

Name
Marta Calle

Address.
445 Grand Bay Drive
Key Biscayne, FL, 33149

ARTICLE V- COMMENCEMENT

This corporation shall commence as of the date of domestication.

ARTICLE VI-INITIALBOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person.

The number of directors may be either increased or decreased from time to time as provided in the Bylaws of this corporation, but shall never be less than one.

Name
Marta Calle

Address

445 Grand Bay Drive
Key Biscayne, FL,
33149

VII ARTICLE- OFFICERS

This corporation shall initially have a President and Secretary. It shall have such additional officers as the Board of Directors may from time to time designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President: Marta Calle

Secretary: Marta Calle

VIII ARTICLE- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

NAME
Marta Calla

Address

445 Grand Bay Drive
Key Biscayne, FL, 33149

ARTICLE IX- BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

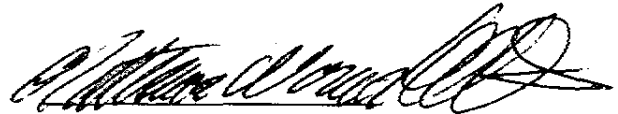
ARTICLE X- INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 31 day of April, 2003.




Marta Calle
Incorporator

**WOODRIDGE FINANCE
CORP**

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of Woodridge Finance Corp .and state that I am familiar with and accept the OBLIGATIONS OF Section 607.0501 of Florida Statutes.
This 21 day of April , 2003.


Marta Calle
Registered Agent

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