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CLERK OF COURT
TALLAHASSEE, FLORIDA

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**Law Offices
FRANK P. MEHOK, JR. P.A.
2275 S. Federal Highway
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Delray Beach, Florida 33483**

**Frank P. Mehok, Jr.
Attorney at Law**

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December 31, 2004

Secretary Of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32374

RE: WOODSMART SOLUTIONS, INC.

Dear Secretary of State:

Enclosed herewith for filing is an original and 1 copy of the ARTICLES OF INCORPORATION for WOODSMART SOLUTIONS, INC.


There is also enclosed a copy of a Resolution of WOODSMART SOLUTIONS, L.L.C. authorizing the use of the name.

Accordingly, please find a check in the sum of \$78.75 which represents the following:

| | |
|------------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 8.75 |
| Registered Agent Designation | <u>35.00</u> |
| Total | <u>\$ 78.75</u> |

Please return a certified copy of the ARTICLES OF INCORPORATION to the undersigned.

With Very Best Regards,


Frank P. Mehok, Jr.
FPMjr/vgb
Enclosures

**WOODSMART SOLUTIONS, L.L.C.
CERTIFICATE OF RESOLUTION**

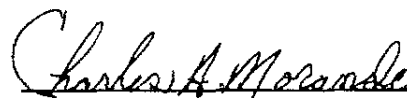
BEFORE ME, the undersigned authority, on this 31st day of December, 2004, personally appeared, CHARLES A. MORANDO, who is personally known to me and who further provided a New York Drivers License as identification, and who, after being duly sworn and deposed, said:

1. I am CHARLES A. MORANDO, managing member and majority holder of all of the issued and outstanding units of WOODSMART SOLUTIONS, L.L.C., a Florida Limited Liability Company whose Articles of Organization were filed on July 25, 2003.

2. I hereby certify that at a duly held unit owners meeting on December 30, 2004, the following resolution was unanimously passed:


"It is hereby resolved that the name "WOODSMART SOLUTIONS" be and the same hereby is authorized to be utilized by a new corporation to be formed to be known as "WOODSMART SOLUTIONS, INC."

3. Further affiant sayeth naught.


Charles A. Morando

Sworn to subscribed and acknowledged before me this 31st day of December 2004.




Notary Public
State of Florida at Large

My Commission Expires:

FILED

**ARTICLES OF INCORPORATION
OF
WOODSMART SOLUTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

The name of this corporation is WOODSMART SOLUTIONS, INC..

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

ARTICLE III - ADDRESS OF PRINCIPAL PLACE OF BUSINESS

The initial post office address of the principal place of business of this corporation in the State of Florida is 3500 nw Boca Raton Boulevard, Suite 701, Boca Raton, FL 33431.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a nominal or par value of One Cent (\$.01) per share. The whole or any part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - DESIGNATION OF REGISTERED AGENT AND OFFICE

The Registered Agent shall be: Charles A. Morando, 3500 NW Boca Raton Boulevard, Suite 701, Boca Raton, FL 33431.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscriber to these Articles of Incorporation, the number of shares of stock he agrees to take and the value of the consideration therefore is:

| <u>Name of Subscriber</u> | <u>Address</u> | <u>Shares</u> | <u>Consideration Not Less Than</u> |
|---------------------------|--|---------------|--|
| Charles A. Morando | 3500 NW Boca Raton Blvd. Suite 701 Boca Raton, FL 33431 | 59000 | \$ 590.00 |

ARTICLE IX - DIRECTORS

This corporation shall have not less than one nor more than five (5) directors. The number of directors may be increased from time to time by by-laws adopted by the stockholders.

ARTICLE X - INITIAL DIRECTORS

The persons named below shall be the first directors of the corporation and shall serve as such until their respective successors are duly elected and qualified:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Charles A. Morando | 3500 NW Boca Raton Blvd. Suite 701 Boca Raton, FL 33431 |

ARTICLE XI - STOCK PLAN

The subscriber to this agreement does hereby agree he shall cause the corporation to adopt prior to payment for or issuance of any shares of stock of the corporation a Section 1244 Stock Plan covering those shares to be issued pursuant to this agreement.



Charles A. Morando

STATE OF FLORIDA)
 :SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHARLES A. MORANDO, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 31st day of December, 2004.

My Commission Expires:



Notary Public
State of Florida at Large



**CERTIFICATE DESIGNATING (OR CHANGING) 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 WOODSMART SOLUTIONS, INC.. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, to be at 3500 NW Boca Raton Boulevard, Suite 701, City of Boca Raton, County of Palm Beach, State of Florida 33431, has named Charles A. Morando, located at 3500 NW Boca Raton Boulevard, Suite 701, City of Boca Raton, County of Palm Beach, State of Florida 33431, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


Charles A. Morando (Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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