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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

D. WHITE MAY 12 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Woolsey Corporation

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATION

May 10, 2006

CAPITAL CONNECTION, INC.

RE-SUBMIT

PLEASE OBTAIN THE ORIGINAL

DOCUMENT

SUBJECT: WOOLSEY CORPORATION

Ref. Number: W06000021698

We have received your document for WOOLSEY CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

PLEASE RETURN A COPY OF THIS REJECT LETTER WITH YOUR CORRECTED DOCUMENT.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 906A00033105

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WOOLSEY CORPORATION

WE, THE UNDERSIGNED, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be: **WOOLSEY CORPORATION**

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be:

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects

within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

ARTICLE III

The amount of capital stock authorized for this corporation shall be One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor or services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE VI

The principal place of business of said corporation in the State of Florida is: 1400 4th Avenue West, Bradenton, FL 34205. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but the number of directors shall never be less than one (1) nor more than three (3).

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors and the officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

Name	Address	Office
JAMES KALMADGE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601	President / Director
JANET KALMADGE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601	Secretary /Director

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, and the statement of the number of shares of stock, and the value of the consideration therefor which each agrees to take is:

Name	Address	Shares	Value
FEZZIWIG & CO., L.L.C.	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601	20	\$20.00

JAMES KALMADGE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601	40	\$40.00
JANET KALMADGE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601	40	\$40.00

ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any question or motion or action of the stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

ARTICLE XI

The street address of the initial registered office of this corporation is 1400 4TH AVENUE WEST, BRADENTON, FL 34205 and the name of the initial registered agent of this corporation is JOSEPH P. VENABLE.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 12th day of January, 2006.

Signed, Sealed and Delivered
In the Presence Of:

Justin Bule
Mwan Holder

As to the signature of the
Subscriber

N Holder

Justin Bule
As to the signature of the
Subscriber

Mwan Holder

Justin Bule
As to the signature of the
Subscriber

FEZZIWIG & CO., L.L.C

By: James Kalmadge
James Kalmadge its MGR

SUBSCRIBER

James Kalmadge
JAMES KALMADGE
SUBSCRIBER

Janet Kalmadge
JANET KALMADGE
SUBSCRIBER

STATE OF New York
COUNTY OF Dutchess

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared James Kalmadge & Janet Kalmadge as Manager of FEZZIWIG & CO., L.L.C., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is well known to me and produced New York State Drivers Licenses as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of January, 2006.

Linda Dusek
Notary Public

My Commission Expires:

1/31/09

LINDA DUSEK
Notary Public, State of New York
No. 01006121801
Qualified in Dutchess County
Commission Expires 1/31/09

STATE OF New York
COUNTY OF Dutchess

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JAMES KALMADGE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is well known to me and produced New York State Driver License as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of January, 2006.

Linda Dolack
Notary Public

My Commission Expires: 1/31/09

LINDA DOLACK
Notary Public, State of New York
No. 01DO6121801
Qualified in Dutchess County
Commission Expires 1/31/09

STATE OF New York
COUNTY OF Dutchess

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JANET KALMADGE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation. She is well known to me and produced New York State Drivers License as identification and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of January, 2006.

Linda Dolack
Notary Public

My Commission Expires:
1/31/09

LINDA DOLACK
Notary Public, State of New York
No. 01DO6121801
Qualified in Dutchess County
Commission Expires 1/31/09

**CERTIFICATE OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of **WOOLSEY CORPORATION**, a corporation duly organized and existing under the laws of the State of Florida is: 1400 4TH AVENUE WEST, BRADENTON, FL 34205.
2. The Registered Office of this corporation is: 1400 4TH AVENUE WEST, BRADENTON, FL 34205.
3. The Registered Agent of this corporation is:

Name	Address
JOSEPH P. VENABLE	1400 4 TH AVENUE WEST, BRADENTON, FL 34205

4. The name and address and respective office of each member of the Board of Directors of this corporation are:

Name	Address	Office
JAMES KALMADGE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601	President/Director
JANET KALMADE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601	Secretary/Director

5. The name and address of each subscriber to these Articles of Incorporation are:

Name	Address
FEZZIWIG & CO., L.L.C.	125 SOUTH HAMILTON STREET,

	POUGHKEEPSIE, NY 12601
JAMES KALMADGE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601
JANET KALMADGE	125 SOUTH HAMILTON STREET, POUGHKEEPSIE, NY 12601

WOOLSEY CORPORATION

By: 

Corporate Officer

ACKNOWLEDGMENT AND ACCEPTANCE

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


JOSEPH P. VENABLE
REGISTERED AGENT

FILED

06 MAY -9 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA