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LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN
A PARTNERSHIP (INCLUDING PROFESSIONAL ASSOCIATIONS)

2700 LANDMARK CENTRE
401 EAST JACKSON STREET
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BRAD M. TOMTISHEN, P.A.

DIRECT DIAL NUMBER
(813) 222-6615

WEST PALM BEACH, FLORIDA
ORLANDO, FLORIDA
DETROIT, MICHIGAN
LANSING, MICHIGAN
HOUSTON, TEXAS
LOS ANGELES, CALIFORNIA

May 17, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

700001493587
-05/18/95--01004--017
***122.50 ***122.50

Re: Incorporation of Woodfield Corporation

Gentlemen:

Enclosed are two (2) executed copies of the Articles of Incorporation for the above-referenced corporation along with our check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL	\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN

By: Brad M. Tomtishen, P.A.


Brad M. Tomtishen

BMT/mdh

cc: Mr. C. P. Hay (w/ copy of Articles)

Enclosures
TAMPA/45995 1

RECEIVED
MAY 19 1995
07:19 PM

JMS
5/19/95

FILED

ARTICLES OF INCORPORATION
OF
WOODFIELD CORPORATION

95 MAY 18 PM 3:40

ARTICLE I - NAME

The name of this corporation is Woodfield Corporation (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

12421 North Florida Avenue
Suite C-220
Tampa, Florida 33612

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue shall consist of the following:

- a) 5,000 shares of Class A Voting Common Stock, par value \$.01 per share; and

b) 50,000 shares of Class B Nonvoting Common Stock, par value \$.01 per share.

Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

Except as set forth in the following sentence, each share of Class A Voting Stock and each share of Class B Nonvoting Stock shall be equal rank and identical in every respect, including but not limited to the right to dividend and other distributions. Subject to the provisions of any applicable law, these Articles of Incorporation or the Bylaws with respect to the closing of the transfer books, the holders of outstanding shares of Class A Voting Common Stock shall exclusively possess the voting power for the election of directors and for all other purposes, each holder of record of shares of Class A Voting Common Stock being entitled to one vote for each share of Class A Voting Common Stock standing in his name on the books of the Corporation.

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

C. P. Hay
12421 North Florida Avenue
Suite C-220
Tampa, Florida 33612

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

C. P. Hay
12421 North Florida Avenue
Suite C-220
Tampa, Florida 33612

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation is:

NAME

C. P. Hay

ADDRESS

12421 North Florida Avenue
Suite C-220
Tampa, Florida 33612

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 15th day of May, 1995.

C. P. Hay

A handwritten signature in dark ink, appearing to read 'C. P. Hay', is written over a horizontal line.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 15th day of May, 1995.


C. P. Hay

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