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OTHER FILINGS	REGISTRATION/	-00	
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CR21.011(10/92)	Other	Examiner's Initials	
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ARTICLES OF INCORPORATION

OF

OAKWOOD SERVICES, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HERBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I-NAME

THE NAME OF THE CORPORATION SHALL BE:

OAKWOOD SERVICES, It.C.

ARTICLE II-NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR ? RANSACT ANY AND ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTY, TERRITORY OR NATION.

ARTICLE III-PRINCIPAL OFFICE

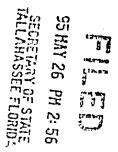
THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

4411 BEE RIDGE ROAD SUITE #716 SARASOTA, FLORIDA 34233

THE PRINCIPAL MAILING ADDRESS OF THIS CORPORATION SHALL BE:

4411 BEE RIDGE ROAD SUITE #716 SARASOTA, FLORIDA 34233

ARTICLE IV-CAPITAL STOCK



THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

100 (ONE HUNDRED)

ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ORLANDO CANTOS
4411 BEE RIDGE ROAD SUITE #716
SARASOTA, FLORIDA 34233

ARTICLE VI-TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE VII-SPECIAL PROVISIONS

THE STOCK OF THIS CORPORATION IS INTENTED TO QUALIFY UNDER THE REQUIREMENTS OF SECTION 1244 OF THE INTERNAL REVENUE CODE AND THE REGULATIONS ISSUED THEREUNDER. SUCH ACTIONS AS MAY BE NECESSARY SHALL BE DEEMED TO HAVE BEEN TAKEN BY THE APPROPLATE OFFICERS TO ACCOMPLISH THIS COMPLIANCE.

ARTICLE VIII-LIMITATION OF LIABILITY

EACH DIRECTOR, STOCKHOLDER AND OFFICER, IN CONSIDERATION FOR HIS SERVICES, SHALL, IN THE ABSENCE OF FRAUD, BE INDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, FOR THE REASONABLE COST AND EXPENSES INCURRED BY HIM IN CONNECTION WITH THE DEFENSE OF, OR FOR THE ADVICE CONCERNING ANY CLAIM ASSERTED OF PROCEEDING BROUGHT AGAINST HIM BY REASON OF HIS BEING OR HAVING BEEN A DIRECTOR, STOCKHOLDER OR OFFICER OF THE CORPORATION OR ANY SUBSIDARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, TO THE MAXIMUM EXTENT PERMITTED BY LAW. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE INCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR, STOCKHOLDER OR OFFICER MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE IX-SELF DEALING

NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND OTHER CORPORATIONS, IN THE ABSENCE OF FRAUD, SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE OR MORE OF THE DIRECTORS OF THE CORPORATION IS INTERESTED IN A CONTRACT OR TRANSACTION, OR ARE DIRECTORS OR OFFICERS OF ANY OTHER CORPORATION, AND ANY DIRECTOR OR DIRECTORS, INDIVIDUALLY OR JOINTLY, MAY BE A PARTY OR PARTIES TO, OR MAY BE INTERESTED IN SUCH CONTRACT, ACT OR TRANSACTION, OR IN ANY WAY CONNECTED WITH SUCH PERSON OR PERSON'S FIRM OR CORPORATION, AND EACH AND EVERY PERSON WHO MAY BECOME A DIRECTOR OF THE CORPORATION IS HEREBY RELIEVED FROM ANY LIABILITY THAT MIGHT OTHERWISE EXIST FROM THIS CONTRACTING WITH THE CORPORATION FOR THE BENEFIT OF HIMSELF, OR ANY FIRM, ASSOCIATION OR CORPORATION IN WHICH HE MAY BE IN ANYWAY INTERESTED. ANY DIRECTOR OF THE CORPORATION MAY VOTE UPON ANY TRANSACTION WITH THE CORPORATION WITHOUT REGARD TO THE FACT THAT HE IS ALSO A DIRECTOR OF SUCH SUBSIDARY OR CORPORATION.

ARTICLE X-INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE ONLY NAME ON THE BOARD OF DIRECTORS OF THE CORPORATION IS AS FOLLOWS:

ORLANDO CANTOS
4411 BEE RIDGE ROAD SUITE #716
SARASOTA, FLORIDA 34233

ARTICLE XI-THE INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

ORLANDO CANTOS 4411 BEE RIDGE ROAD SUITE #716 SARASOTA, FLORIDA 34233

IN WITNESS WHEREOF, THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 19th DAY OF MAY, 1995.

INCORPORATOR,

Orlande Conto

ORLANDO CANTOS

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

PERSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617. ***1, FLORIDA STATUES, THE UNDER-SIGNED 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:

OAKWOOD SERVICES, INC.

2-THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

ORLANDO CANTOS 4411 BEE RIDGE ROAD SUITE #716 SARASOTA, FLORIDA 34233

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 STATUES 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.

ORLANDO CANTOS

Orlando Ce

SECRETARY OF STATE TALLAHASSEE FLORIDA