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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 705222 02400A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 29, 1995

ORDER TIME : 6:15 PM

ORDER NO. : 705222

CUSTOMER NO: 02400A

CUSTOMER: Linda A. Newsom, Legat Asst
MORGAN OLSEN & OLSEN
Suite 200
315 N.E. Third Avenue
Ft. Lauderdale, FL 33301

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: WOODS & OVIATT REALTY, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: T. BROWN JAN - 2 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN - 2 AM 8:26

FILED

Morgan, Olsen & Olsen
ATTORNEYS AT LAW

Walter L. Morgan
Gregory G. Olson
Mark C. Olson
Gary J. Olson
Elizabeth E. Clement

315 N.E. Third Avenue • Suite 200
Fort Lauderdale, FL 33301
(305) 524-3111
FAX (305) 463-3570

Mail to: P.O. Box 1448
Ft. Lauderdale, FL 33302-1448

December 19, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

RE: Filing Articles of Incorporation
Woods & Oviatt Realty, Inc.

Gentlemen:

Please find enclosed the original and (1) one copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

Mrs. Linda A. Newsom
Paralegal

/lan
Enc.

**ARTICLES OF INCORPORATION
OF
WOODS & OVIATT REALTY, INC.**

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96 JAN -2 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is WOODS & OVIATT REALTY, INC., whose address is 2301 Southeast 17 Street Causeway, Ft. Lauderdale, FL 33316.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2301 Southeast 17 Street Causeway, Ft. Lauderdale, FL 33316, and the name of the initial registered agent of this corporation is ANNE S. WOODS.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Anne S. Woods
2215 Southeast 19 Street
Ft. Lauderdale, FL 33316

ARTICLE VIII: INCORPORATOR

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

Anne S. Woods
2215 Southeast 19 Street
Ft. Lauderdale, FL 33316

ARTICLE IX: INDEMNIFICATION

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

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19 day of December, 1995.

Anne S. Woods
ANNE S. WOODS

STATE OF FLORIDA)

COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared ANNE S. WOODS, personally known to me or who has produced _____ as identification and is known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and who did/did not take an oath.

REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT ANNE S. WOODS desiring to organize or qualify WOODS & OVIATT REALTY, INC., under the laws of the State of Florida, with its principal place of business in the City of Ft. Lauderdale, State of Florida, has named ANNE S. WOODS as its agent to accept service of process within the State of Florida.

Anne S. Woods
ANNE S. WOODS
Title: President
Date: December 19, 1995

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Anne S. Woods
ANNE S. WOODS
Registered Agent
Date: December 19, 1995

FILED
96 JAN -2 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 19 day of December, 1995.



DIANE V. HALLARAM
MY COMMISSION # CG 217204 EXPIRES
July 22, 1998
BONDED THRU TRY FARM INSURANCE, INC.

Diane V. Hallaram
Notary Public
My Commission Expires: