

JOHN JOSEPH McHUGH, JR.
ATTORNEY AT LAW

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January 11, 1996

P960000006391
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Woodley holding Company, Inc.

Gentlemen and Ladies:

I am enclosed an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	\$35.00
Designation	

Total	\$122.50
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****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,


John J. McHugh, Jr.

JJMc:bam
Enclosures as noted

KJAN 22 1996 BSB

FILED
96 JAN 17 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WOODLEY HOLDING COMPANY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is: WOODLEY HOLDING COMPANY, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is:

7,500 shares of Common stock having a par value of
\$1.00 per share.

The Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial address of the principal office of this corporation is 4305 69th Street, Vero Beach, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1), nor more than ten (10). The name and address of the directors constituting the the initial Board of Directors are:

Name	Address
Thomas DeBerry	4305 69th Street Vero Beach, Florida 32967

ARTICLE VII - INCORPORATOR

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

Name	Address
Thomas DeBerry	4305 69th Street Vero Beach, Florida 32967

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 333 17th Street, Suite U, Vero Beach, Florida 32960, the registered agent at that same address is John Joseph McHugh, Jr.

ARTICLE IX - AMENDMENTS

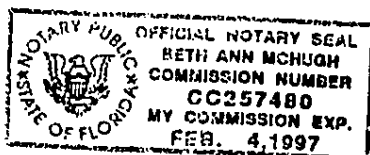
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

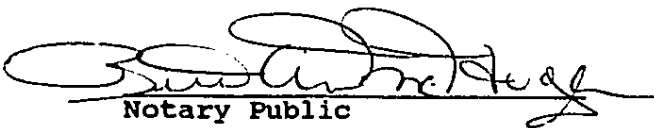

THOMAS DeBERRY
Incorporator

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

BEFORE ME, the undersigned authority, personally appeared Thomas DeBerry, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation, and who produced drivers license as identification.

WITNESS my hand and official seal in the County and State named above, this 9th day of January, 1996.




Notary Public

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of WOODLEY HOLDING COMPANY, INC. at the place designated in the Articles of Incorporation.

Date: 1-9-76



JOHN JOSEPH MCHUGH, JR.

FILED
96 JAN 17 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA