

P96000041560

100 HAYS STREET

PLANTATION, FL 33324

800-342-8116

900-322-0000

900-322-0000 FAX



MEMORANDUM

ACCOUNT NO. : 072100000032

REFERENCE : 951962 9029A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Valencia P. 9/16*

FILED  
MAY 14 1996  
DIVISION OF CORPORATION

ORDER DATE : May 13, 1996

ORDER TIME : 12:47 PM

ORDER NO. : 951962

CUSTOMER NO: 9029A

CUSTOMER: Ms. Leanne Wagner  
FRANK EFFMAN & WEINBERG, P.A.

Second Floor  
8000 Peters Road  
Plantation, FL 33324

DOMESTIC FILING

NAME: NAFTOLIN, WOODS & ASSOCIATES,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

*5/15/96*

RECEIVED  
95 MAY 14 PM 4:19  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
NAFTOLIN, WOODS & ASSOCIATES, INC.

FILED  
95 MAY 14 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NAFTOLIN, WOODS & ASSOCIATES, INC.

The address of the principal office of this corporation shall be 6991 Northwest 20th Court, Margate, Florida 33063 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 400 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8000 Peters Road, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is Steven A. Weinberg.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David Woods  
Dir.

6991 Northwest 20th Court  
Margate, Florida 33063

Lloyd Naftolin  
Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David Woods Pres.	6991 Northwest 20th Court Margate, Florida 33063
Lloyd Naftolin Sec.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 14, 1996.

CORPORATION SERVICE COMPANY

By Karen B. Rozar  
Its Agent, Karen B. Rozar

ACG/meb

# CERTIFICATE OF DESIGNATION OF

## REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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: NAFTOLIN, WOODS & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

STEVEN A. WEINBERG

(Name)

8000 Peters Road, Plantation, Florida 33324

(P.O. Box or Mail Drop Box NOT acceptable)

(City/State/Zip)

FILED  
96 MAY 14 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 statutes 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.*

  
(Signature)

Steven A. Weinberg

May 14, 1996

(Date)

P96000041560



FILED  
97 JAN 23 AM 9:27  
SEAL  
TALLAHASSEE, FLORIDA

January 18, 1997

Florida Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000002056497--8  
-01/23/97--01085--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir:

Enclosed are Articles of Amendment to the Articles of Incorporation of Nafolin, Woods & Associates, Inc. which change the name of the company to Woods & Associates, Incorporated. Also enclosed is a check for \$35.00, representing the filing fee due.

Please send confirmation of the Amendment to the address below. If you need additional information in order to process this request, please contact us at (954) 970-8403.

Sincerely,

  
David B. Woods

N/c

VS JAN 29 1997

Enclosures

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**NAFTOLIN, WOODS & ASSOCIATES, INC.**

FILED  
97 JAN 23 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

Naftolin, Woods & Associates, Inc., a corporation organized and existing under and by virtue of the laws of the state of Florida (the "Corporation"), DOES HEREBY CERTIFY:

**FIRST:** That the Board of Directors of the Corporation, on January 1, 1997, in lieu of a meeting, consented to the adoption of the following resolution to amend the Articles of Incorporation of Naftolin, Woods & Associates, Inc.:

NOW THEREFORE, BE IT RESOLVED, that the proposed amendment to the Articles of Incorporation of the Corporation to change the name of the Corporation is hereby declared advisable,

FURTHER RESOLVED, that the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

The name of the corporation is **Woods & Associates, Incorporated**

**SECOND:** That the sole stockholder of the Corporation consents to the amendment in accordance with the provision of the Florida law.

**THIRD:** That this Articles of Amendment to Articles of Incorporation be effective as of 12:01 a.m. E. S. T. on January 1, 1997.

IN WITNESS WHEREOF, Naftolin, Woods & Associates, Inc. has caused these Articles of Amendment to be signed by David B. Woods, President and Chief Executive Officer, this 18 day of January, 1997.

NAFTOLIN, WOODS & ASSOCIATES, INC.

by: \_\_\_\_\_

David B. Woods

President and Chief Executive Officer