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WOODTOE ENTERPRISES INC.
10741 ENDEAVOUR WAY SUITE C
LARGO, FLORIDA 34647

June 28, 1996

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****122.50 ****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: WOODTOE ENTERPRISES INC.

Gentlemen:
Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

William J. Umberto
William J. Umberto

WOODTOE ENTERPRISES INC.
10741 Endeavour Way
Suite C
Largo, Florida 34647
(813) 545-4477

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96 JUL - 1 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

FILED

WOODTOE ENTERPRISES INC.
(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

WOODTOE ENTERPRISES INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar(s) (\$1.00) per value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Jorge F. Alonso</u>		
ADDRESS	<u>9714 - 121st Street, North</u>		
CITY	<u>Seminole</u>	FLORIDA	ZIP <u>34642</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>WOODTOE ENTERPRISES INC.</u>		
ADDRESS	<u>10741 Endeavour Way Suite C</u>		
CITY	<u>Largo</u>	FLORIDA	ZIP <u>34647</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>William J. Umberto</u>		
ADDRESS	<u>1547 - 14th Street, South</u>		
CITY	<u>St. Petersburg</u>	STATE <u>Florida</u>	ZIP <u>33705</u>
NAME	<u>John Lockwood</u>		
ADDRESS	<u>1826 Vancouver Drive</u>		
CITY	<u>Clearwater</u>	STATE <u>Florida</u>	ZIP <u>34616</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	William J. Umberto		
ADDRESS	1547 - 14th Street, South		
CITY	St. Petersburg	STATE	Florida ZIP 33705
NAME	John Lockwood		
ADDRESS	1826 Vancouver Drive		
CITY	Clearwater	STATE	Florida ZIP 34616
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of _____, 19____.

William J. Umberto (Seal)
John Lockwood (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Pinellas) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

<u>William J. Umberto</u> Signature	<u>FL D.L. 051693070-450-0</u> Form of Identification
<u>John G. Lockwood</u> Signature	<u>FL D.L. L230467693890</u> Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form of identification of the above named person, as indicated opposite each name, and that an oath was not taken.

NOTARY PUBLIC STATE OF FLORIDA
 WITNESS my hand and official seal in the County and State last aforesaid this
28th day of June, 1996
Sherry L. Fieus
Sherry L. Fieus
 Notary Public



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

FILED

**CERTIFICATE OF REGISTERED AGENT
OF**

96 JUL -1 PM 3:48

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

WOODTOE ENTERPRISES INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 9714 - 121st Street, North
Seminole, Florida 34642

has named Jorge F. Alonso
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Jorge F. Alonso
(registered agent)