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1/12/96  
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TALLAHASSEE, FL 32399  
FAX: (904) 922-4000  
FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 33108-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: WOODFIELD ENTERPRISES, INC.  
FAX AUDIT NUMBER: H96000009709  
DATE REQUESTED: 07/12/1996  
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96 JUL 15 PM 1:44  
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TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

95 JUL 12 PM 2:09

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 12, 1996

EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER STREET  
SUITE 200  
MIAMI, FL 33135

SUBJECT: WOODFIELD ENTERPRISES, INC.  
REF: W96000014656

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Dana Calloway  
Document Specialist

FAX Aud. #: W96000009709  
Letter Number: 796A00034046

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**- OF -**  
**WOODFIELD ENTERPRISES, INC.**

**ARTICLE I - NAME**

The name of this corporation is **WOODFIELD ENTERPRISES, INC.**

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock, which shall be designated "Common Stock".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1000 N.W. 1st Avenue, Suite 20, Boca Raton, Florida 33432 and the name of the initial registered agent of this corporation at that address is: Gary N. Mansfield, Esquire.

**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall 1000 N.W. 1st Avenue, Suite 20, Boca Raton, Florida 33432.

Prepared by:

Gary N. Mansfield, Esquire  
Florida Bar No: 61913  
1000 N.W. 1st Avenue, Suite 20  
Boca Raton, FL 33432  
(954) 473-1001

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**ARTICLE VII - 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 two (2). The names and addresses of the initial directors of this corporation are:

GUY WOOD  
1000 N.W. 1st Avenue  
Suite 20  
Boca Raton, FL 33432

GARY N. MANSFIELD  
1000 N.W. 1st Avenue  
Suite 20  
Boca Raton, FL 33432

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these articles is: Gary N. Mansfield, Esquire, 1000 N.W. 1st Avenue, Suite 20, Boca Raton, Florida 33432.

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws be vested in the Board of Directors.

**ARTICLE X - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XI - INDEMNIFICATION**

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

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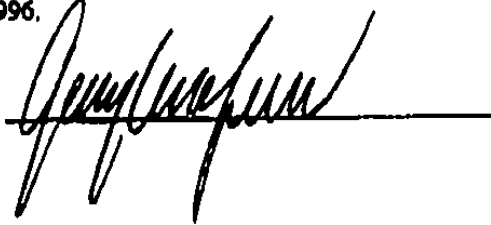
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ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, 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 11<sup>th</sup> day of July, 1996.



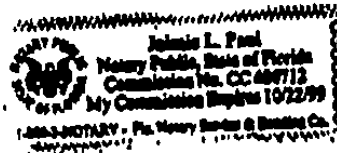
STATE OF FLORIDA     )  
                                  ss:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared Gary N. Mansfield to me well known and known to me to be the individual described in and who executed the foregoing instrument as subscriber thereto.

WITNESS my hand and official seal this 11 day of July, 1996.

  
NOTARY PUBLIC

My Commission Expires:

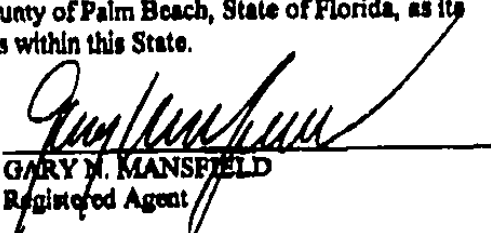


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**DESIGNATION OF REGISTERED AGENT****(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)**

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached:

THAT, WOODFIELD ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, as its Registered Agent to accept service of process within this State.

  
GARY M. MANSFIELD  
Registered Agent

FILED  
96 JUL 15 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

1408 MIAMI CENTER

201 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33101

(305) 358-9200

TELECOPIER (305) 358-9617

October 30, 1996

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-11/04/96--01018--002

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Woodfield Enterprises, Inc.

Ladies and Gentlemen:

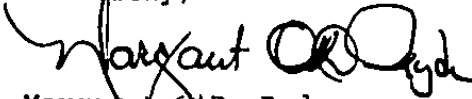
Enclosed herein for filing with the Secretary of State are the Articles of Amendment to the Articles of Incorporation of the captioned company, increasing the capital stock and changing the principal place of business.

Also, enclosed is a check in the amount of \$87.50 to cover the required filing and certified copy fees.

Please forward the certified copy of the Articles of Amendment to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please call me at (305) 530-3105.

Sincerely,



Margaret O'D. Ryder  
Legal Assistant

MODR/cc

Enclosures

CC: Gary N. Mansfield (w/enc)

1704003/L/FLORIDA.096

96 NOV - 1 AM 9:10  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

amend  
NFS

Margaret Ryder authorized  
to take out word initial  
in article VI

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WOODFIELD ENTERPRISES, INC.

FILED  
96 NOV -1 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this corporation is Woodfield Enterprises, Inc., a Florida corporation (the "Corporation").

2. Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

" ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 5,000,000 shares of common stock having a par value of \$.001 per share."

3. Article VI of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

" ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 350 E. Irving Park Road, Roselle, Illinois 60172. The corporation's Board of Directors may change the principal place of business from time to time in its discretion."

4. Since the Corporation has not yet issued shares, the foregoing amendments were adopted by the Board of Directors and Incorporator of the Corporation, without shareholder action, on October 24, 1996, by unanimous written consent in accordance with Sections 607.0821 and 607.1005 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 24<sup>th</sup> day of October, 1996.

WOODFIELD ENTERPRISES, INC.

By: 

Gary N. Mansfield, Director  
and Incorporator



Document Number Only  
**P96000059024**

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

Woodfield Enterprises, Inc.

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-05/27/97--01069--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

- ☐ Profit  
☐ NonProfit  
☐ Limited Liability Co.  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Certified Copy  
☐ Call When Ready  
☒ Walk In  
☐ Mail Out
- ☐ Amendment  
☐ Dissolution/Withdrawal  
☐ Annual Report  
☐ Reservation  
☐ Photo Copies  
☐ Call if Problem  
☐ Will Wait
- ☐ Merger  
☐ Mark  
☐ Other  
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☐ Fictitious Name Filing  
☐ CUS  
☐ After  
☒ Pick Up

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Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

5/27

5/27  
Jon  
R.A. Change

97 MAY 27 PM 1:30  
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TALLAHASSEE FLORIDA  
FILED

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Woodfield Enterprises, Inc.

1b. Date of incorporation July 15, 1996 Document number P96000059024

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

Gary N. Mansfield, Esquire

1000 NW 1st Avenue, Suite 20, Boca Raton, Florida 33432

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*Jim F. Wood*  
SIGNATURE  
5.19.97  
DATE

*Guy F. Wood, President*  
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: *Beth A. PoR.*  
C T CORPORATION SYSTEM  
(Registered Agent) BETH A. PoR. Ass. Secy  
DATE 5/19/97

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314