

P96000083518

Attorney At Law
215 South Federal Highway, Suite 100
Stuart, Florida 34994



Charles E. Geary

Licensed in: Florida
Washington D.C.

Stephen C. Frasier
of Counsel

Licensed in: Florida
Colorado

October 4, 1996

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

RE: Woodland Manor Enterprises, Inc.

300001966673
-10/07/96--01051--008
****122.50 ****122.50

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with a check in the amount of \$122.50 to cover your fee. Please file these documents and return them in the enclosed self-addressed, stamped envelope.

Sincerely,

CHARLES E. GEARY, P.A.

Zelia M. Paul
Zelia M. Paul
Real Estate Assistant

zmp
Enclosures (2)

Zelia GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. address
DATE 10/10/96
DOC. EXAM. me

FILED
96 OCT - 7 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
36 OCT -7 AM 9:42
SECRETARY OF STATE
ALABAMA, FLORIDA

ARTICLES OF INCORPORATION
OF
WOODLAND MANOR ENTERPRISES, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: **WOODLAND MANOR ENTERPRISES, INC.**

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 963 N.W. 12th Terrace, Stuart, FL 34994. The mailing address of this corporation is Post Office Box 485, Stuart, Florida 34995-0485.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Z.A.M. Paul - 963 N.W. 12TH TERRACE
STUART, FL. 34994

ARTICLE VI. INCORPORATOR

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

Z.A.M. Paul
P.O. Box 485
Stuart, FL 34995-0485

ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Z.A.M. Paul
P.O. Box 485
Stuart, FL 34995-0485

ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of wholesale and retail sales.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

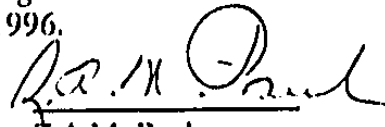
ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XL INDEMNIFICATION

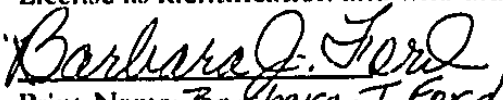
This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 17th day of May, 1996.


Z.A.M. Paul

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17th day of May, 1996 by Z.A.M. PAUL, who is personally known to me or who has produced a Florida Driver's License as identification and who did not take an oath.


Print Name: Barbara J. Ford
Notary Public



BARBARA J FORD
My Commission OC483487
Expires May. 14, 1999
Bonded by HAI
800-422-1888

ACCEPTANCE OF REGISTERED AGENT

That Woodland Manor Enterprises, Inc. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 963 N.W. 12th Terrace, Stuart, FL 34994-9601, has named Z.A.M. Paul, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: Z.A.M. Paul
Z.A.M. Paul

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17th day of May, 1996 by Z.A.M. PAUL, who is personally known to me or who has produced a Florida Drivers License as identification and who did not take an oath.

Barbara J. Ford
Print Name: Barbara J. Ford
Notary Public



BARBARA J FORD
My Commission 00488487
Expires May. 14, 1998
Bonded by HAI
800-422-1888

FILED
96 OCT -7 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA