

**PA7000016599**  
**THE COMPANY CORPORATION**  
313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

February 10, 1997

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

FILED  
97 FEB 17 11:05  
SECRET  
TALLAHASSEE, FLORIDA

RE: Wood & Jake Capital, Inc.  
P194062WOJEN

400002089354--7  
-02/17/97--01080--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Wood & Jake Capital, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

*Regina Cephas*  
Regina Cephas  
Vice President

enc.

44  
2-21-97

ARTICLES OF INCORPORATION  
OF  
Wood & Jake Capital, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

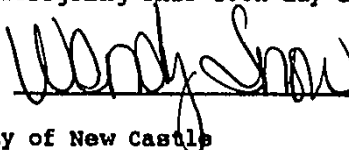
- FIRST: The name of the corporation shall be Wood & Jake Capital, Inc.
- SECOND: The address of the initial registered office of the corporation is 1940 Dodge Circle, Clearwater, FL 34620. County of Pinellas. The name of the agent at said address is Eliot Jensen.
- THIRD: The principal address of the corporation is 1940 Dodge Circle, Clearwater, FL 34620..
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 10,000 shares at \$350.00 par value.
- SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as Follows:

Eliot Jensen 1940 Dodge Circle, Clearwater, FL 34620.

- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.
- NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow, 1313 N. Market St., Wilmington, DE 19801

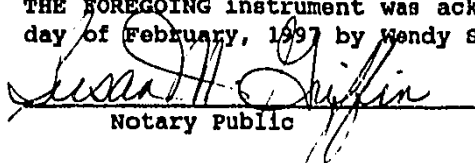
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 10th day of February, 1997.



State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day of February, 1997 by Wendy Snow.

  
Notary Public

SUSAN M. GRIFFIN  
NOTARY PUBLIC - STATE OF DELAWARE  
MY COMMISSION EXPIRES OCT. 6, 2000

FILED  
97 FEB 17 AM 10:05  
TALLAHASSEE, FLORIDA

This document was prepared by Wendy Snow, 1313 Market Street,  
Wilmington, DE 19801 (302) 575-0440

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 43.091, Florida Statutes, the following is submitted:

First, this Wood & Jake Capital, Inc.  
desiring to organize under the laws of the State of Florida with its principal  
place of business located in the city of Clearwater, State of  
Florida, has named Eliot Jensen located at  
1940 Dodge Circle FL 34620  
\_\_\_\_\_ as its agent for service of  
process within Florida.

Having been named to accept service of process for the above stated  
corporation, at the place designated in this Certificate, I hereby agree to act  
in this capacity, and I further agree to comply with the provisions of all  
statutes relative to the proper and complete performance of my duties.

Eliot Jensen

02/16/97  
Date