

05/22/97 THU 11:22 FAX 1 954 763 5309
5/22/97

P97000045658

001

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:08 AM

((H97000008464 4))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (305)462-3300

ACCT#: 076067004147

FAX #: (305)763-2439

NAME: WOOLEY INTERNATIONAL ~~ENTERPRISES~~, INC.

AUDIT NUMBER.....H97000008464

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

*The name of the Corporation
Should be Wooley International,
Inc. not Wooley International
Enterprises, Inc*

*Dmc
5.22.97*

SEC. OF STATE
TALLAHASSEE, FLORIDA

97 MAY 22 PM 1:14

FILED

FILED

FAX AUDIT NO. H97000008464

97 MAY 22 PM 1:14

ARTICLES OF INCORPORATION
OF
WOOLEY INTERNATIONAL, INC.
A FLORIDA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of WOOLEY INTERNATIONAL, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is WOOLEY INTERNATIONAL, INC. and the street address of the initial principal office of the Corporation is 11038 Nashville Drive, Cooper City, Florida 33026.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY: William T. Coleman, Esquire
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 136415

FAX AUDIT NO. H97000008464

FAX AUDIT NO. H97000008464

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Cecil Edward Wooley	11038 Nashville Drive Cooper City, Florida 33026
Martine M. Wooley	11038 Nashville Drive Cooper City, Florida 33026

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is William T. Coleman, Esquire, English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

FAX AUDIT NO. H97000008464

FAX AUDIT NO. H97000008464

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of May 1997.



WILLIAM T. COLEMAN, Incorporator

FAX AUDIT NO. H97000008464

FAX AUDIT NO. H97000008464

FILED

97 MAY 22 PM 1:14

SEC. OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for WOOLEY INTERNATIONAL, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC., Initial
Registered Agent

Dated: May 22, 1997

By: Debra H. Chrystie
DEBRA H. CHRYSTIE, Assistant
Secretary

FAX AUDIT NO. H97000008464