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FLORIDA DIVISION OF CORPORATIONS

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NAME: THE WOODFIELD GROUP, INCORPORATED
AUDIT NUMBER.....H97000013234
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
THE WOODFIELD GROUP, INCORPORATED

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Article I. - Name

The name of this corporation is THE WOODFIELD GROUP,
INCORPORATED.

Article II. - Purpose

This corporation is organized for the purpose of transacting any
lawful business.

Article III. - Capital Stock

The aggregate number of shares which this corporation shall have
authority to issue is 1,000 shares of common stock, consisting of one class,
and having a par value of \$1.00.

Article IV. - Preemptive Right

The shareholders of this corporation, having the same kind, class
or series of stock, shall have the preemptive right to purchase, at the price
which it is offered to others, a pro rata share (as nearly as may be done

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without issuance of fractional shares) of unissued or treasury shares of the corporation; or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

**Article V. - Principal Office or
Mailing Address: Resident Agent**

The mailing address of the corporation and the initial registered office of this corporation is 54 NE Fourth Avenue, Delray Beach, FL 33483, and the name of the initial registered agent of this corporation at that address is Timothy E. Monaghan.

Article VI. - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time through Bylaws adopted by the shareholders, but shall never be less than one (1). The names and addresses of the Initial Directors of this corporation are:

NAME

ADDRESS

BETH ANDERSON

4015 NW 64th Road
Boca Raton, FL 33496

Article VII. - Incorporator

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

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NAME

ADDRESS

BETH ANDERSON

4015 NW 64th Road
Boca Raton, FL 33496

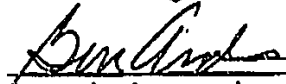
Article VIII. - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders; except those Bylaws that may be adopted by the shareholders, and designated as such, shall not be altered, amended or repealed by the Directors.

Article IX. - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on August 12, 1997.


Beth Anderson, Incorporator

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SECRETARY OF STATE
qualified
who is/are

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