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NAPLES, FLORIDA 34108

FREDERICK R. HARDT, J.D.
BOARD CERTIFIED CIVIL TRIAL ATTORNEY
NATIONAL BOARD OF TRIAL ADVOCACY
CERTIFIED CIRCUIT COURT CIVIL MEDIATOR
FLORIDA AND WISCONSIN BARS

TELEPHONE
(941) 598-2900
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(941) 598-3785

September 12, 1997

CERTIFIED MAIL - P 313 027 789
RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/15/97--01146--011
****122.50 ****122.50

Re: Woodlyn Development Corp.

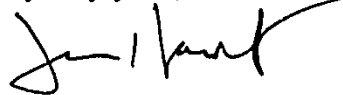
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Appointment of Resident Agent regarding Woodlyn Development Corp. for filing with the Secretary of State. Our draft in the amount of \$122.50 (\$70.00 filing fee; \$52.50 certified copy fee) is also enclosed. Please return a certified copy of the same once they have been filed.

Please do not hesitate to contact our office if you have any questions.

Thank you for your cooperation.

Very truly yours,



Frederick R. Hardt

FILED
97 SEP 15 PM 2 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRH/lis

Enclosures

cc: Mr. Charlie Kulp (w/enclosure)

Handwritten signature and date: 9/16/97

**ARTICLES OF INCORPORATION
OF
WOODLYN DEVELOPMENT CORP.**

FILED
97 SEP 15 PM 2:59
SECRET
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: WOODLYN DEVELOPMENT CORP.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in the development of real estate and to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Frederick R. Hardt, Esquire
801 Laurel Oak Drive, Suite 705
SunTrust Building, Pelican Bay
Naples, Florida 34108

The initial street address of the principal office of the corporation in the State of Florida will be: 853 Vanderbilt Beach Road, Unit 247, Naples, Florida 34108-8746.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws.

The names and addresses of the initial directors of this corporation are:

Charles H. Kulp
Post Office Box 445
Ocean City, New Jersey 08226

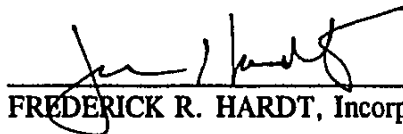
Helen M. Kulp
Post Office Box 445
Ocean City, New Jersey 08226

ARTICLE VII - INCORPORATORS

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

Frederick R. Hardt
801 Laurel Oak Drive, Suite 705
SunTrust Building, Pelican Bay
Naples, Florida 34108

IN WITNESS WHEREOF, I have subscribed my name this 12th day of September, 1997.



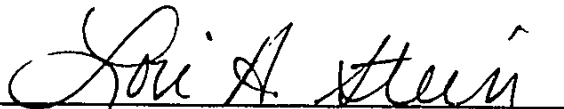
FREDERICK R. HARDT, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **FREDERICK R. HARDT**, who is personally known to me and who did take an oath, and is named in the foregoing Articles of Incorporation of Woodlyn Development Corp. and that he acknowledged executing the same freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this 12th day of September, 1997.


NOTARY PUBLIC

LORI A STEIN
Printed Name of Notary
My Commission Number is: CC581578
My Commission Expires: 11-12-2000



(SEAL)

Lori A. Stein
MY COMMISSION # CC581578 EXPIRES
November 12, 2000
BONDED THRU TROY FARM INSURANCE, INC.

**APPOINTMENT OF RESIDENT AGENT
STATE OF FLORIDA
DEPARTMENT OF STATE**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND
ADDRESSES OF THE OFFICERS AND DIRECTORS.

WOODLYN DEVELOPMENT CORP., a corporation under the laws of the State of Florida, with its principal office at 853 Vanderbilt Beach Road, Unit 247, Naples, Florida 34108-8746, has named Frederick R. Hardt, its Resident Agent to accept service of process within this State.

OFFICERS:

PRESIDENT	-	Charles H. Kulp
VICE-PRESIDENT	-	Helen M. Kulp
TREASURER	-	Charles H. Kulp
SECRETARY	-	Helen M. Kulp

DIRECTORS:

*Charles H. Kulp
Helen M. Kulp*

Dated: September 12, 1997.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



Frederick R. Hardt, Resident Agent

FR11/a
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