



THE UNITED STATES
CORPORATION
COMPANY



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CORPORATION

P970000 81317

ACCOUNT NO. : 072100000032

REFERENCE : 535097 101142A

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : \$ ~~PREPMTD~~ 122.50

ORDER DATE : September 18, 1997

ORDER TIME : 2:37 PM

ORDER NO. : 535097-005

CUSTOMER NO: 101142A

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CUSTOMER: Robert E. Wiggins, esq
SLATER & WIGGINS

334 East Lake Road #336

Palm Harbor, FL 34685

DOMESTIC FILING

NAME: WOODBRIDGE HOSPITALITY, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

101142A
97 SEP 18 PM 9:31
FBI - TAMPA
FBI - TAMPA

57 SEP 19 PM 4:20
FBI - TAMPA
FBI - TAMPA

SN SEP 19 1997

ARTICLES OF INCORPORATION FILED

OF

97 SEP 18 AM 9:31

WOODBRIDGE HOSPITALITY, INC. STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this Corporation is WOODBRIDGE HOSPITALITY, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

3618 Executive Drive
Palm Harbor, Florida 34685

ARTICLE III
TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV
PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue One Million (1,000,000) shares of One Cent (\$.01) par value common stock.

ARTICLE VI
DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this Corporation, who shall serve until her successor is elected and have qualified or until removed is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SUSAN K. LAUFFER	3618 Executive Drive Palm Harbor, Florida 34685

ARTICLE VII
OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
Chief Executive Officer	SUSAN K. LAUFFER
President	3618 Executive Drive
Secretary	Palm Harbor, Florida 34685
Treasurer	

ARTICLE VIII
REGISTERED OFFICE AND AGENT

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

SUSAN K. LAUFFER
3618 Executive Drive
Palm Harbor, Florida 34685

ARTICLE IX
INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not

exclusive of all other rights to which that person may be entitled.

ARTICLE X
BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI
AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME

SUSAN K. LAUFFER

ADDRESS

3618 Executive Drive
Palm Harbor, Florida 34685

IN WITNESS WHEREOF, the Subscriber has hereunto affixed her signature on this 1513

day of September, 1997.



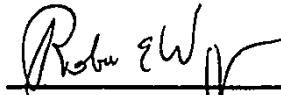
SUSAN K. LAUFFER

STATE OF FLORIDA]

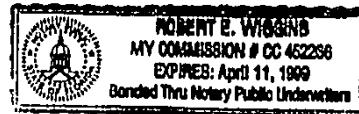
COUNTY OF PINELLAS]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SUSAN K. LAUFFER, who produced a valid Florida Drivers License/Identification Card and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 15th day of September, 1997.



NOTARY PUBLIC - State of Florida
My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, SUSAN K. LAUFFER, as Registered Agent for WOODBRIDGE HOSPITALITY, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 3618 Executive Drive, Palm Harbor, Florida 34685, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law, and do hereby certify that I understand and accept the duties obligations of the Registered Agent as set forth under Florida law.

DATED: September 15, 1997.

Susan K Lauffer
SUSAN K. LAUFFER
Registered Agent

FILED
97 SEP 18 PM 9:31
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TAMPA, FLORIDA