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Law Offices of
TIMOTHY W. GENSMER, P. A.

ATTORNEY AT LAW

2831 RINGLING BLVD., SUITE #202-A
SARASOTA, FLORIDA 34237-5352

TELEPHONE: (941) 952-9377

FAX: (941) 954-5605

4055 SOUTH TAMiami TRAIL
PT. CHARLOTTE, FLORIDA 33952

TELEPHONE: (941) 423-7409

Reply to: XXSarasota; Pt. Charlotte

November 10, 1997

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Secretary of State
Division of Corporations
The George Firestone Bldg.
409 Gaines Street
Tallahassee, Florida 32399

RE: FILING OF ARTICLES OF INCORPORATION OF
WOODCREST REAL ESTATE, INC.

Dear Sir/Madam:

Enclosed please find a check payable to the Secretary of State in the amount of \$70.00 for recording of the enclosed Articles of Incorporation of WoodCrest Real Estate, Inc.. Please return a date stamped copy of the Articles of Incorporation in the self addressed stamped envelope.

If you should have any questions or need any further information, please feel free to call.

Very truly yours,

TIMOTHY W. GENSMER, P.A.



Timothy W. Gensmer

TWG/lsm

Enclosures:
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B/B
11/18/97

ARTICLES OF INCORPORATION
OF
WOODCREST REAL ESTATE, INC.

ARTICLE 1. - NAME

The name of this corporation is Woodcrest Real Estate, Inc.

ARTICLE 2. - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 3. - PURPOSE

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

ARTICLE 4. - POWERS

This corporation shall have all of the powers enumerated in the Florida Business Corporation Act.

ARTICLE 5. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The holders of the common stock of the corporation shall have the preemptive right to purchase upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the corporation as may be issued from time to time of the corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation, and shall be exercised in the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE 7. - PRINCIPAL OFFICE OR MAILING ADDRESS

The street address of principal office is 2015 S. Tuttle Ave., Sarasota, Florida 34239, and the mailing address of the corporation is 2015 S. Tuttle Ave, Sarasota, Florida 34239.

ARTICLE 8. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2015 S. Tuttle Ave., Sarasota, Florida 34239 and the name of the initial registered agent of this corporation at that address is Richard Takahashi.

ARTICLE 9. - INCORPORATOR

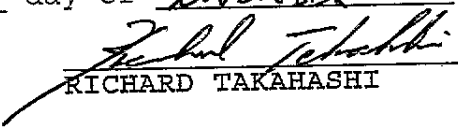
The name and address of the Incorporator is:

RICHARD TAKAHASHI
2015 S. Tuttle Ave.
Sarasota, Florida 34239

ARTICLE 10. - AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation on the 7 day of NOVEMBER, 1997.


RICHARD TAKAHASHI

STATE OF FLORIDA

COUNTY OF SARASOTA

Before me, a Notary Public, appeared RICHARD TAKAHASHI, known
to be the person described as the Incorporator, or who produced
as identification, who executed the
foregoing Articles of Incorporation, and said person did
acknowledge subscribing to the same.

Witness my hand and official seal this 7th day of
November, 1997.

Timothy W. Gensmer
NOTARY PUBLIC

MY COMMISSION EXPIRES:



TIMOTHY W. GENSMER
COMMISSION # CC 437721
EXPIRES FEB 8, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

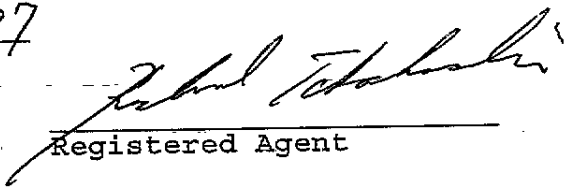
ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT FOR

RICHARD TAKAHASHI

Having been named to accept service of process for the above-stated corporation, at the place designated in the corporation's articles of incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: Nov. 7th, 97



Registered Agent

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