

1/26/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: H.R. WOOD FINANCIAL SERVICES COMPANY

AUDIT NUMBER.....H98000001698

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

CERT. OF STATUS..0

PAGES..... 4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

H. R. WOOD FINANCIAL SERVICES COMPANY

EFFECTIVE DATE

1-26-98

ARTICLE I
NAME

The name of this Corporation is H. R. WOOD FINANCIAL SERVICES COMPANY.

ARTICLE II
PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, each at \$0.10 par value.

ARTICLE IV
INITIAL REGISTERED OFFICE & AGENT

The name of the initial registered agent of this Corporation is, together with the agent's address which is the street address of the initial registered office of this Corporation:

HARLESTON R. WOOD
1000 Brickell Avenue, Suite 1200
Miami, Florida 33131

The street address of the office of this Corporation and the business office of its registered agent are identical.

Prepared by:
Harleston R. Wood
1000 Brickell Ave.
Suite 300
Miami, Florida 33131
Florida Bar Number 291757
Phone: (305) 358-1000 X-298

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ARTICLE V
BOARD OF DIRECTORS

This Corporation shall have at least one director. The Incorporator shall serve as the initial director. The number of directors of this Corporation may be established from time to time in the manner provided by the Bylaws.

ARTICLE VI
INCORPORATOR

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

HARLESTON R. WOOD
1000 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII
BYLAWS

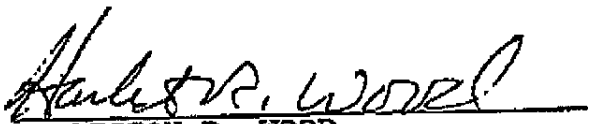
The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE IX
CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual and shall commence on the date of acknowledgment and subscription of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of January, 1998.

H98000001698


HARLESTON R. WOOD,
Incorporator.

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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 26 day of January, 1998, by HARLESTON R. WOOD, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Name:
Notary Public-State of Florida
My Commission Expires:

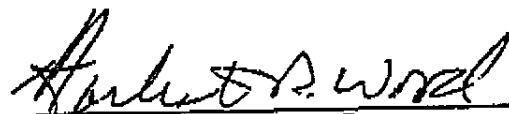


Maria V Llerena
My Commission CC200042
Expires December 8, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as registered agent of H. R. WOOD FINANCIAL SERVICES COMPANY.

This acceptance is dated the 26 day of January, 1998.



HARLESTON R. WOOD,
Registered Agent

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