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THE UNITED STATES **CORPORATION** ACCOUNT NO.: 07210000032 REFERENCE: 697111 4307468 AUTHORIZATION : COST LIMIT : ORDER DATE: February 6, 1998 ORDER TIME : 3:34 PM ORDER NO. : 697111-005 CUSTOMER NO: 4307468 100002424331--2 CUSTOMER: Brett Harris, Esq DIVISION OF CORPORATION
WATER
AMEN

MANAGE

MA WILENTZ, GOLDMAN & SPITZER 90 Woodbridge Center Drive P.o. Box 10 Woodbridge, NJ 07095 DOMESTIC FILING

WOODSON ENTERPRISES

INCORPORATED

EFFECTIVE DATE:

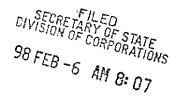
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

WOODSON ENTERPRISES INCORPORATED

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WOODSON ENTERPRISES INCORPORATED

The address of the principal office of this corporation has not yet been determined, and the mailing address of the corporation shall be c/o Wilentz Goldman & Spitzer, Attn: Brian J. Molloy, Esq., 90 Woodbridge Center Drive, Post Office Box 10, Woodbridge, New Jersey 07095.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 6, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

DIVISION OF CORPORATIONS

98 FEB -6 AM 8: 07

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

EAC/das