

WOODALL
 912 VICTORIA ST.
 BRANDON, FL 33510

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 *****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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 Mail out
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 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 98 FEB 23 AM 10:38
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

W98-3191

Examiner's Initials PHM-2/23/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 12, 1998

D. WOODALL
912 VICTORIA ST
BRANDON, FL 33510

SUBJECT: D. WOODALL, INC.
Ref. Number: W98000003191

We have received your document for D. WOODALL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 698A00008255

ARTICLES OF INCORPORATION
OF
D. WOODALL, INC.

Article I - Name

The name of the corporation is D. WOODALL, INC.

Article II - Duration

This Corporation shall have Perpetual Existence.

Article III - Purpose

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV - Capital Stock

The total authorized capital stock of the Corporation shall consist of One Thousand (1000) shares of common stock having a par value of One and No/100's (\$1.00) dollars each, amounting in the aggregate to One Thousand (\$1,000.00) Dollars.

Article V - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

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TALLAHASSEE, FLORIDA

** ADDRESS IS THE SAME
FOR PRINCIPAL ADDRESS*

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is ^{*}912 Victoria Street, Brandon, Florida, and the name of the initial registered agent of this Corporation at that address is Dennis Woodall.

Article VII - Officers and Directors

The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and addresses of the initial officers and directors of this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Officer</u>
Dennis Woodall	912 Victoria Street Brandon, Florida 33511	President
Elizabeth Woodall	912 Victoria Street Brandon, Florida 33511	Secretary/Treasurer
JoAnne Patton		Director
Todd Patton		Director
Denise Woodall		Director

Article VIII - Incorporator

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

<u>Name</u>	<u>Address</u>
Dennis Woodall	912 Victoria Street Brandon, Florida 33511

Article IX - By-Laws

(a) The power to adopt the By-Laws of this Corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any By-Laws or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new By-Law in lieu thereof may be adopted by such vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The By-Laws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this state or of the United States.

Article X - Transfer of Stock

Shares of capital stock of the Corporation shall be issued initially to the following persons and in the amount set opposite their names:

<u>Name</u>	<u>Shares</u>
Dennis Woodall	500
Elizabeth Woodall	500

Article XI - Initial Capital

The amount of capital with which this Corporation will begin business will be One Thousand (\$1,000.00) Dollars.

Article XII - Transactions With Capital

No Contract or other transaction between this Corporation and any other Corporation, and no other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any other Corporation, or are directors or officers of any other Corporation. Any Director individually, or any firm which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this Corporation who is also a director or officer of such other Corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such officer or director of such Corporation or member of such firm or who is not so interested.

Article XIII - Indemnification

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

Article XIV - Action by Directors Without a Meeting

The Directors of the Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of Directors:

1. Dissolution or merger of the Corporation, or
2. Sale of Corporate Assets.

Article XV - Amendment

The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of FEBRUARY, 1998.

Dennis Woodall

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Dennis Woodall is to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10 day of February, 1998.

Michele L. Eleyet

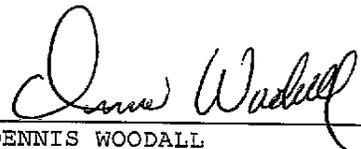
MICHELE L. ELEYET
Notary Public, State of Florida
My comm. expires Sept. 24, 2001
No. CC 683463

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITH THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

That D. Woodall, Inc. desiring to organize under the laws of the State of
Florida with its registered office, as indicated in the articles of
incorporation at City of TAMPA, County of HILLSBOROUGH, State of FLORIDA, has
named DENNIS WOODALL, located at 912 VICTORIA STREET, BRANDON, FLORIDA, County
of Hillsborough, State of Florida, as its agent to accept service of process
with this state.

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby am familiar with
and accept the duties and responsibilities as registered agent for said
corporation.

BY: 
DENNIS WOODALL

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TALLAHASSEE, FLORIDA