

P98000042032

Albert C. Eaton
Attorney and Counselor at Law
1516 East Colonial Drive, Suite 100E
Orlando, Florida 32803

Telephone
(407) 843-8100

Telecopier
(407) 897-6986

May 6, 1998

Secretary of State
Division of Corporations
ATTENTION: Domestic Charter
Post Office Box 6327
Tallahassee, Florida 32314

200002515632--2
-05/07/98--01087--006
****122.50 ****122.50

Re: Articles of Incorporation
WOOLDRIDGE, INC.

Dear Sir:

Enclosed are original and one copy of the Articles as above captioned, and our check in the amount of \$122.50, representing:

Filing Fee	\$35.00
Resident Agent Designation	\$35.00
Certified Copy	\$52.50

When the Articles have been processed, we would appreciate the return of the certified copy to our attention.

Thank you for your consideration in this matter.

Sincerely,



Albert C. Eaton

ACE/as
Enclosures

FILED
98 MAY -7 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-5/8/98

ARTICLES OF INCORPORATION
OF
WOOLDRIDGE, INC.

FILED
98 MAY -7 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, competent to contract and for the purpose of forming a corporation for profit under the Florida General Corporation Act, does hereby adopt the following articles of incorporation

ARTICLE I

NAME

The name of the Corporation is:

WOOLDRIDGE, INC.

ARTICLE II

DURATION

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE OR PURPOSES

The purpose or purposes for which this Corporation is organized are to engage in any or all lawful business or trade which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on and as permitted under the Florida General Corporation Act.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares. Such shares shall be of a single class designated as "Common Stock" and shall have a par value of ONE DOLLAR (\$1.00) per share.

A total of One Thousand (1,000) shares of stock shall be issued to the incorporators and the balance of Nine Thousand (9,000) shares shall remain in the Corporation or as otherwise designated by the Board of Directors.

ARTICLE V

REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered agent of the Corporation is 1516 E. Colonial Drive, Suite 100-E, Orlando, Florida 32803, and the name of its initial registered agent at such address is ALBERT C. EATON. The street address of the initial principal office of the Corporation is 5367 Conroy Road, Suite 300, Orlando, FL 32811.

ARTICLE VI

DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Monty L. Wooldridge	5367 Conroy Road, Suite 300 Orlando, FL 32811
Kathryn M. Wooldridge	5367 Conroy Road, Suite 300 Orlando, FL 32811

ARTICLE VII

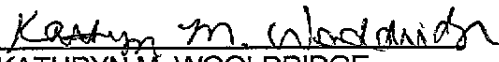
INCORPORATORS

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Monty L. Wooldridge	5367 Conroy Road, Suite 300 Orlando, FL 32811
Kathryn M. Wooldridge	5367 Conroy Road, Suite 300 Orlando, FL 32811

Executed by the undersigned at Orlando, Orange County, Florida, on the 6th day of May, 1998.

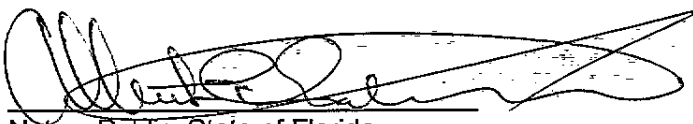

MONTY L. WOOLDRIDGE
Incorporator


KATHRYN M. WOOLDRIDGE
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

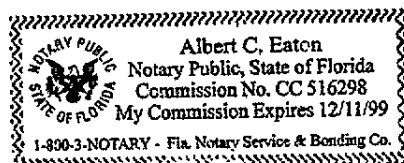
I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments and oaths, personally appeared MONTY L. WOOLDRIDGE and KATHRYN M. WOOLDRIDGE, who are known to me or who have produced N/A as identification, who did not take an oath, who executed the foregoing and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS MY HAND and official seal in the County and State aforesaid, this 6th day of May, 1998.


Notary Public, State of Florida

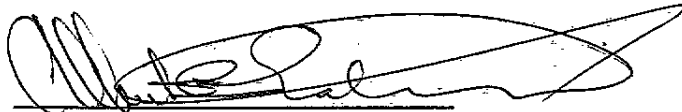
ALBERT C. EATON
Printed Name

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept the designation of initial Registered Agent of WOOLDRIDGE, INC., that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ALBERT C. EATON
1516 E. Colonia Drive, Suite 100-E
Orlando, FL 32803

FILED

98 MAY -7 PM 2:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA