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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: WOODSTOCK HOLDINGS, INC.

AUDIT NUMBER.....H98000012069

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

WOODSTOCK HOLDINGS, INC., a Florida Corporation

ARTICLE I

The name of this Corporation is:

WOODSTOCK HOLDINGS, INC., a Florida Corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

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

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN P.A.
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431
(561) 989-9955 / FBN00.705276

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of June, 1998.

WOODSTOCK HOLDINGS, INC., a
Florida Corporation

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 29 day of June, 1998, in the County and State aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission CC528542
Expires Jan. 23, 2000

[Signature]
PRINT NAME: Angela Warshefski
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT WOODSTOCK HOLDINGS, INC., a Florida Corporation DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2255 GLADES
ROAD, SUITE 236W, BOCA RATON, FL 33431 HAS NAMED MARK B. GOLDSTEIN,
LOCATED AT 2255 GLADES ROAD, SUITE 236W, BOCA RATON, FL 33431, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

WOODSTOCK HOLDINGS, INC., a
Florida Corporation

BY: 
MARK B. GOLDSTEIN, Registered Agent

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

WOODSTOCK HOLDINGS, INC., a
Florida Corporation

BY: 
MARK B. GOLDSTEIN, Incorporator


STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN,
known to me to be the person described in and who executed the foregoing instrument, who
acknowledged before me that he executed the same, that I relied upon the following form of
identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 24 day of June, 1998, in the County
and State aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission OC528542
Expires Jan. 29, 2000


PRINT NAME: Angela Warshefski
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires

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