

P98000082014

September 18, 1998

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of WILLOWOOD CORPORATION, INC.

Dear Sir:

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-09/22/98--01026--008
****122.50 ****122.50

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

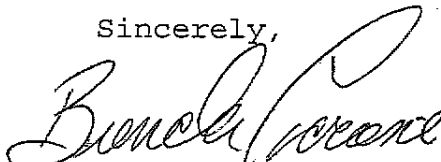
2. My check in the amount of \$122.50 to cover the filing fees.

3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone (407)773-2020.

Thank you for your assistance in this matter.

Sincerely,


Brenda Ciccone

FILED
98 SEP 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
9/22/98

ARTICLES OF INCORPORATION
OF
WILLOWOOD CORPORATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is
WILLOWOOD CORPORATION, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. PREEMPTIVE 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 (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2050 U.S.1, Box 60, Malabar, Florida 32950, and the name of the initial registered agent of this corporation at that address is BRENDA CICCONE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

BRENDA CICCONE	DAVID SCHAAAR
2050 U.S.1, Box 60	2050 U.S.1, Box 60
Malabar, FL 32950	Malabar, FL 32950

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2050 U.S.1, Box 60, Malabar, Florida 32950, and the mailing address of the corporation is 2050 U.S.1, Box 60, Malabar, Florida 32950.

ARTICLE IX. INCORPORATOR

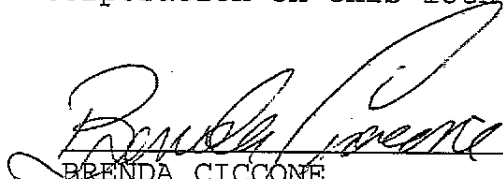
The name and address of the person signing these articles are:

BRENDA CICCONE
2050 U.S.1, Box 60
Malabar, FL 32950

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 18th day of September, 1998.


BRENDA CICCONE

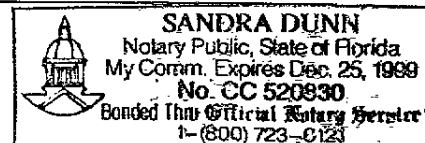
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared BRENDA CICCONE to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 18th day of September, 1998.

FL/DL#C250-060-44-501-0


Notary Public



DESIGNATION
AS
REGISTERED AGENT

FILED
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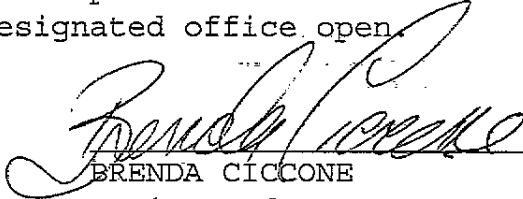
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, and Section 607.031, Florida Statutes, the following is submitted:

That WILLOWOOD CORPORATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2050 U.S.1, Box 60, Malabar, Brevard County, Florida 32950, has named BRENDA CICCONE, located at 2050 U.S.1, Box 60, Malabar, Brevard County, Florida 32950, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


BRENDA CICCONE
Registered Agent