

P98000098204



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 040420 101142A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 PM 12:33

ORDER DATE : November 20, 1998

ORDER TIME : 4:48 PM

ORDER NO. : 040420-005

CUSTOMER NO: 101142A

8000002693288--1

CUSTOMER: Robert E. Wiggins, esq
SLATER & WIGGINS
SLATER & WIGGINS
334 East Lake Road #336

Palm Harbor, FL 34685

DOMESTIC FILING

NAME: WOODBRIDGE VENTURES, INC.

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: Janice Vanderslice

EXAMINER'S INITIALS:

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FILING DIVISION

J 11/23/98

ARTICLES OF INCORPORATION
OF
WOODBIDGE VENTURES, INC.

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ARTICLE I
NAME

The name of this Corporation is WOODBRIDGE VENTURES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

Office Location:

12 W. Orange St.
Tarpon Springs, Florida 34689

Mailing Address:

P.O. Box 401
Palm Harbor, Florida 34682

ARTICLE III
TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV
PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue One Million (1,000,000) shares of Three Cent (\$.03) par value common stock.

**ARTICLE VI
DIRECTORS**

This Corporation shall have seven (7) 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 (1). The name and address of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOE FERAN	P.O. Box 401 Palm Harbor, Florida 34682
PAUL MARCINKO	P.O. Box 401 Palm Harbor, Florida 34682
PAUL SAMMON	RR 1 Box 66A Route 51 Coxsackie, New York 12051
STEPHANIE KARPIAK	11914 Darlington Avenue #2 Los Angeles, CA 90049
WILLIAM KARPIAK	11914 Darlington Avenue #2 Los Angeles, CA 90049

ROBERT M. FINE

171 East 84th Street
Apt. 30A
New York, New York 10028

ROBERT E. WIGGINS

334 East Lake Road #336
Palm Harbor, Florida 34685

ARTICLE VII OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

OFFICE

NAME AND ADDRESS

Chief Executive Officer
President

JOE FERAN
P.O. Box 401
Palm Harbor, Florida 34682

Chief Financial Officer
Secretary
Treasurer

PAUL SAMMON
Secretary RR 1 Box 66A Route 51
Coxsackie, New York 12051

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of this corporation is as follows:

ROBERT E. WIGGINS
Sein Professional Center
36402 U.S. Highway 19 N.
Palm Harbor, Florida 34684

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

**ARTICLE X
BYLAWS**

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

**ARTICLE XI
AMENDMENTS**

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

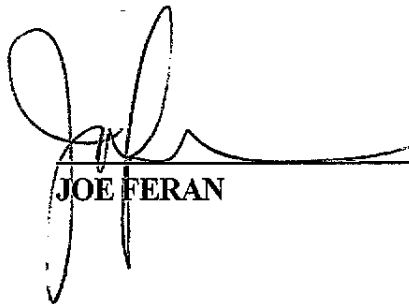
**ARTICLE XII
SUBSCRIBER**

The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME	ADDRESS
JOE FERAN	P.O. Box 401 Palm Harbor, Florida 34685

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on this 16th

day of November, 1998.



JOE FERAN

STATE OF FLORIDA]

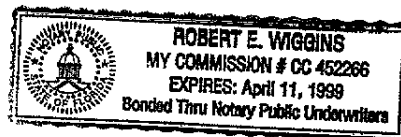
COUNTY OF PINELLAS]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOE FERAN, who produced a valid Florida Drivers License/Identification Card and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 16th day of November, 1998.



NOTARY PUBLIC - State of Florida
My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, ROBERT E. WIGGINS, as Registered Agent for WOODBRIDGE VENTURES, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 36402 U.S. Highway 19 N., Palm Harbor, Florida 34684, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law, and do hereby certify that I understand and accepts the duties obligations of the Registered Agent as set forth under Florida law.

DATED: November 16, 1998.



ROBERT E. WIGGINS
Registered Agent

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