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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

F.W. WOOLWORTH CORPORATION

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

BARRY N. BRUMER
1055 N. DIXIE FREEWAY, STE. 4
NEW SMYRNA BEACH, FL 32168

SUBJECT: F. W. WOOLWORTH CORPORATION
REF: W99000000080

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

You have 617 stated in the Paragraph above Article I. If you want this filed as a non-profit Please send the correct Articles or Change the 617 to read 607.

If you have any further questions concerning your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

FAX Aud. #: H99000000053
Letter Number: 699A00000122

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation,
adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

F. W. WOOLWORTH CORPORATION

The principal place of business of this Corporation shall be:

515 Laurel Drive, Suite A
Ormond Beach, FL 32174-7356

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ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

Prepared By: Barry N. Brumer
1055 N. Dixie Freeway, Suite 4
New Smyrna Beach, FL 32168
Tel: (904) 426-1257

ARTICLE VI - DIRECTORS

This Corporation shall have no director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - SUBSCRIBERS AND OFFICERS

There shall be no subscribers to the stock of this Corporation.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE IX - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 1055 North Dixie Freeway, Suite 4, New Smyrna beach, FL 32168.

ARTICLE X - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 1055 N. Dixie Freeway, Suite 4, New Smyrna Beach, FL 32168.



Barry N. Brumer, Esquire

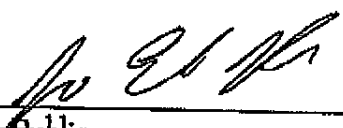
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforementioned, this 31 day of December, 1998.

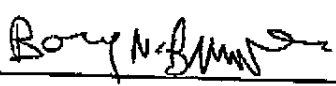
NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC867356
EXPIRES 7/28/2001
BONDED THRU ASA 1-888-NOTARY1



Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

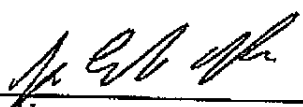
Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for F. W. WOOLWORTH CORPORATION.



Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 31 day of December, 1998.

NOTARY PUBLIC STATE OF FLORIDA
JO ELLEN BRUMER
COMMISSION # CC867356
EXPIRES 7/28/2001
BONDED THRU ASA 1-888-NOTARY1



Notary Public
State of Florida at Large