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February 17, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

Re: MARCIA WOOD & COMPANY, Inc.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$78.75 to cover the following fees:

\$35.00 - Filing Fee  
8.75 - One Certified Copy  
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON  
STRICKLAND & WEINER, P.A.

April A. Haley  
Corporate Legal Assistant

April  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT CERT. SULLIVAN  
DATE 2/24/99  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
MARCIA WOOD & COMPANY, INC.**

**Article I - Name**

The name of this corporation is Marcia Wood & Company, Inc.

**Article II - Capital Stock**

This corporation is authorized to issue 10,000 shares of 1-cent par value common stock.

**Article III - Mailing Address and Principal Office**

The mailing address of the corporation is 46 N. Washington Blvd., #1, Sarasota, Florida 34236, and the principal office is 1401 Second Street, Sarasota, Florida 34236.

**Article IV - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 46 N. Washington Blvd., #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is John Patterson.

**Article V - Incorporator**

The name and address of the person signing these Articles is John Patterson, 46 N. Washington Blvd., #1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of February, 1999.

  
\_\_\_\_\_  
John Patterson  
Incorporator

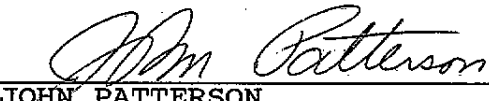
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**NOTICE OF APPOINTMENT OF REGISTERED AGENT,  
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, having been appointed by the directors of MARCIA WOOD & COMPANY, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 N. Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.

  
JOHN PATTERSON

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99 FEB 22 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA