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TRANSMITTAL LETTER

FILED

99 MAR 10 AM 10:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: February 25, 1999

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

700002790707--3
-03/01/99-01113-020
*****70.00 *****70.00

Dear Sir or Madam:

USA

Enclosed please find Articles of Incorporation for **WOODLAND₁ INC.** along with a check in the amount of \$ 70.00 for filing fee and designation of registered agent.

We are enclosing a copy of the ARTICLES and respectfully request that you stamp it and return it to us.

Please mail the REGISTRATION LETTER and stamped copy of ARTICLES to:

**Michael D. Pasek
c/o Tax Centers, Inc.
4851 85th Avenue
Pinellas Park, FL 33781**

In case of any problems or questions, please contact us by telephone at 727-544-2796 or by fax at 727-546-4869

Thank you.

W99-5296



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 4, 1999

MICHAEL D. PASEK
4851 85TH AVE
PINELLAS PARK, FL 33781

SUBJECT: WOODLAND INC.
Ref. Number: W99000005296

See this file

We have received your document for WOODLAND INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 899A00010003

*WE ARE ENCLOSING NEW
ARTICLES WITH NEW
NAME. PLEASE PROCESS
AS SOON AS POSSIBLE
AND FORWARD TO ADDRESS
ABOVE.*

*OUR TEL. 727-544-2796
YOU ALREADY HAVE THE CHECK,*

Articles of Incorporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: **WOODLAND USA INC.**
2. The principal place of business and mailing address of the corporation is:
4058 29th Avenue N., St. Petersburg, FL 33713
3. The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$ 0.10.
4. The registered agent of the corporation is Michael D. Pasek and the registered address is 4851 85th Avenue, Pinellas Park, FL 33781.
5. The initial Board of Directors shall have two members whose names and addresses are as follows:
Jerzy Rogowski and Anita Rogowska, both residing at 4058 29th Avenue N., St. Petersburg, FL 33713

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is Jerzy Rogowski whose address is 4058 29th Avenue N., St. Petersburg, FL 33713

Dated 03/08/99


Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated 3/08/99


Registered Agent