

Charles E. Wood, Jr.
1323 SE 17th Street, Apt. 659
Ft. Lauderdale, FL 33316

P99000057440

June 16, 1999

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

800002914038--3
-06/24/99--01030--012
*****78.75 *****78.75

Re: Wood & Associates, Inc.

Dear Sir/Madam:

Enclosed please find three executed copies of Articles of Incorporation for Wood & Associates, Inc., along with my check in the amount of \$78.75.

Kindly return a certified copy of the Articles, or a certification page, in the enclosed stamped, self-addressed envelope.

I see that the company I formed in 1977 in Orlando, (Wood & Associates, Inc.) still shows up in your data base as an inactive company.

Thank you for your help.

Sincerely,

Charles Wood
Charles E. Wood, Jr.

FILED
JUN 24 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CEW:sj
Enclosures

W99-14326
RV
6-24-99

Charles E. Wood, Jr.

37 Hendricks Isle #3
Ft. Lauderdale, FL 33301
954-462-2941

June 21, 1999

Attention: Roseanne Varnadoe
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Wood & Associates, Advertising/Marketing, Inc.

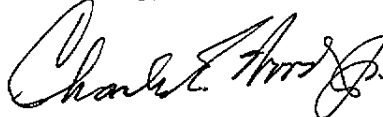
Dear Roseanne:

As we discussed on the phone today, enclosed please find three executed copies of Articles of Incorporation for Wood & Associates, Advertising/Marketing, Inc., which replace Articles previously submitted last week. You already have my check for the filing fee.

Also, please note my correct address at the top of this letter. Please do not send anything to the 17th Street address. The letter sent to you Friday had the wrong address. Please call me if there are any problems.

I want to thank you for being so helpful. It was a pleasure talking with you.

Sincerely,

A handwritten signature in cursive script, appearing to read "Charles E. Wood, Jr.", written in dark ink.

Charles E. Wood, Jr.

CEW:sj
Enclosures

**ARTICLES OF INCORPORATION
OF**

WOOD & ASSOCIATES, ADVERTISING/MARKETING, INC.

FILED
99 JUN 24 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, for the purposes of organizing a corporation pursuant to the laws of the State of Florida do hereby adopt the following Articles of Incorporation and we do hereby agree and certify as follows:

ARTICLE I – NAME OF CORPORATION

The name of this Corporation shall be “WOOD & ASSOCIATES, ADVERTISING/MARKETING, INC.”

ARTICLE II – GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

To design, write, photograph, video, prepare, place, publish, and display in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish, photograph, video, and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements in publications and electronics media of all kinds; to do bill posting; to manufacture, install, supply, maintain, and operate billboards, signboards, and illuminated signs; to give or arrange for the giving of demonstrations and exhibitions for advertising and marketing purposes; to supervise the preparation and production of moving picture advertisements and publicity devices; to supervise the preparation of radio, television, and Internet advertisements and publicity devices; to do a

general advertising, press agency, and publicity business in all its branches; and to make all contracts and do all things proper, incidental, and conducive to the complete attainment of such purposes.

2. To carry on a general management, consultant and advisory business relating to the management and operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof including, but not limited to consulting with and advising others in all matters relating to the management promotion and operation of businesses and other properties of every kind, and to furnish management plans, marketing plans, and programs to formulate policies, and generally to advise and assist others under contract or otherwise in the management of their businesses, plants and properties.

3. To conduct the business of bringing to the attention of the public through the press, magazines, pamphlets, electronics media, and by other means, the characteristics, ability, and other qualities tending to establish in the minds of the public the character and ability of its subscribers, including men, women, corporations, and co-partnerships, and of goods and wares manufactured and sold by subscribers; to conduct a general advertising and marketing agency and press clipping bureau; to do all other things commonly done by those engaged in the same business; to acquire all real estate and plants necessary to carry out the above objects.

4. To purchase, own, hold, buy, sell, convey, lease, mortgage, develop or encumber or in any manner dispose of or deal with lands and real estate and personal

property both within and without the State of Florida; to purchase, own, hold, sell, contract for sale, pledge, assign, transfer or otherwise dispose of, shares of stocks, bonds, debentures, securities, tax certificates, or leases, real estate, mortgages and notes of this or any other corporation or corporations, municipality, association, or associations, estate or estates, or company of the State of Florida or of any other state, territory, country or the District of Columbia, and while the holder or owner of these shares of stock, bonds, debentures, securities, tax certificates, real estates mortgages, notes or leases to exercise all the rights, powers and privileges or ownership, including the right to vote or issue proxies to vote thereon; to act as broker, commission merchant or sales agent; to borrow money, to issue, sell and pledge its notes, bonds and other evidences of indebtedness, secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property and to guarantee and secure obligations of any persons or other corporation, all to the extent necessary, useful or conducive to carrying on any of the business of the corporation; to exchange shares of its own capital stock for any of the things, rights or properties which it might otherwise lawfully acquire and hold as enumerated in this article; to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to, or expedient for the protection or benefit of this Corporation; and in general, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

The foregoing clause shall be construed both as objects and powers, and its is hereby expressly provided that the foregoing enumeration of specific powers of this Corporation as given to corporations by law, presently enforced or to be enacted in the future.

ARTICLE III – CAPITAL STOCK

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of common stock of the par value of \$.50 (Fifty Cents) each.

ARTICLE IV – INITIAL CAPITAL

The amount of capital with which the corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V – TERM OF EXISTENCE

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI – ADDRESS OF CORPORATION

The principal office of this Corporation shall be located at 37 Hendricks Isle #3, Ft. Lauderdale, Florida, but this Corporation may change the location and street address of such principal office from time to time by action of the Board of Directors without amendment to these Articles of Incorporation and may have such other office within or without the State of Florida, and within or without the United States of America as may be necessary or convenient.

ARTICLE VII – BOARD OF DIRECTORS

The business of this Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as elected from time to time by the Stockholders.

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified shall be:

NAME	STREET ADDRESS
Scott T. Schenck	Nisky Center Mail P-82 St. Thomas, V. I. 00802
Charles E. Wood	37 Hendricks Isle #3 Fort Lauderdale, FL 33301-3317

ARTICLE VIII – SUBSCRIBERS TO ARTICLES

The names and street addresses of each of the subscribers to these Articles of Incorporation are as follows:

NAME	STREET ADDRESS
Charles E. Wood	37 Hendricks Isles #3 Ft. Lauderdale, FL 33301-3317

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 37 Hendricks Isles #3, Ft. Lauderdale, FL 33301-3317, and the name of the initial Registered Agent of this corporation is Charles E. Wood.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of

June, 1999.

Charles E. Hovd (SEAL)

STATE OF FLORIDA


COUNTY OF BROWARD, ss.

Before me, the undersigned authority, duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, on this day personally appeared to me, well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation of WOOD & ASSOCIATES, ADVERTISING/MARKETING, INC., and he acknowledged that he executed the same.

WITNESS my signature and official seal in the County and State last aforesaid this

22 day of June, 1999.

Brigitte Chiappetta
(Signature of Notary Public)

 BRIGITTE CHIAPPETTA
COMMISSION # CC 518584
EXPIRES DEC 17 1999
BONDED THRU
ATLANTIC BONDING CO., INC.
(Notary's Name Typed or Printed)

Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WOOD & ASSOCIATES, ADVERTISING/MARKETING, INC., as designated in the Articles of Incorporation, CHARLES E. WOOD agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 6/22/99

Charles E. Wood
CHARLES E. WOOD

STATE OF FLORIDA
COUNTY OF BROWARD, ss

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of florida and County set forth above, personally appeared CHARLES E. WOOD, known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced drivers' license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 22 day of June, 1999

Brigitte Chiappetta
(Signature of Notary Public)

(Notary's Name Printed or Typed)

Notary Public

FILED
99 JUN 24 PM 2:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NOTARY PUBLIC
BRIGITTE CHIAPPETTA
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