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MEMBERS:
AMERICAN INSTITUTE OF CERTIFIED
PUBLIC ACCOUNTANTS

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FILED
99 NOV 30 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 23, 1999

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

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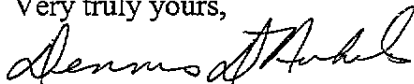
Subject: R. W. Woods, Inc.

Gentlemen,

Enclosed please find the original and one copy of the Articles of Incorporation, together with our trust check in the amount of \$ 87.50.

This represents the cost of the Filing Fee, Certified Copy and Certificate of Status for the above named corporation.

Very truly yours,



Dennis D. Nichols, CPA

F. 0150039

DEC 3 1999

ARTICLES OF INCORPORATION

of

R. W. Woods, Inc.

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The undersigned subscriber(s) to these Articles of Incorporation, Natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

R. W. Woods, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

R. W. Woods, Inc.
13681-C Yarmouth Court
Wellington, Fl. 33414

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of One Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Robert W. Woods
13681-C Yarmouth Court
Wellington, Fl. 33414

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial director of the corporation is:

Robert W. Woods
13681-C Yarmouth Court
Wellington, Fl. 33414

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

Robert W. Woods
13681-C Yarmouth Court
Wellington, Fl. 33414


Signature/Incorporator


Date

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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 I am familiar with and accept the obligations of my position as registered agent.


(registered agent)


Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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