

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000061287

Winning Spree Farms
Inc

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-06/23/00--01027--016
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

RECEIVED
 00 JUN 23 AM 10:31
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE &
 TALLAHASSEE, FLORIDA
 FILED
 00 JUN 23 PM 1:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS 6/23/00 943
 Name Date Time

Walk-In _____ Will Pick Up _____

J. Burch JUN 23 2000

ARTICLES OF INCORPORATION
OF
WINNING SPREE FARM, INC.

FILED
JUN 23 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Winning Spree Farm, Inc. The address for the corporation is 5461 N.W. 110 Avenue, Ocala, Florida 34482.

ARTICLE II - DURATION

This corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5461 NW 110 Avenue, Ocala, Florida 34482, and the name of the initial registered agent of this corporation at that address is BeBe Luxon.

Agency Accepted:

By:

BeBe Luxon
BEBE LUXON

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial director of this corporation are:

BeBe Luxon, 1901 Kentucky Avenue NE., St. Petersburg, FL 33703.

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

BeBe Luxon, 1901 Kentucky Avenue NE., St. Petersburg, FL. 33703.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

BeBe Luxon	-	10 shares
Richard Luxon	-	10 shares
Valleri James	-	10 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be

ected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of June, 2000.

Bebe Luxon
BEBE LUXON
"Subscriber"

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared BEBE LUXON who is personally known to me or produced driver's license as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 22 day of June, 2000.

Ray Peacock
Notary Public, State of Florida
Commission No. CC 601017
My Commission Exp. 01/31/2001
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

NOTARY PUBLIC
STATE OF FLORIDA
1-800-3-NOTARY
Florida
017
31/2001
Bonding Co.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Winning Spree Farm, Inc.

2. The name and address of the registered agent and office is
BeBe Luxon, 5461 NW 110 Avenue, Ocala, FL. 34482

SIGNATURE: BeBe Luxon
(corporate officer)
TITLE President
DATE 6/22/2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE BeBe Luxon
BEBE LUXON
DATE 6/22/2000

00 JUN 23 PM 1:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA