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ACCOUNT NO. : 072100000032

REFERENCE : 597548 80052A

AUTHORIZATION : *Patricia Pigitt*

COST LIMIT : \$ 122.50

ORDER DATE : May 11, 1995

ORDER TIME : 12:11 PM

ORDER NO. : 597548

12:11 PM

200001484252

CUSTOMER NO: 80052A

CUSTOMER: Carol S. Waxler, Esq

DOMESTIC FILING

NAME: WINMAR INDUSTRIES, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN MAY 12 1995

FILED
95 MAY 11 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

-OF-

WINMAR INDUSTRIES, INC.

FILED
95 MAY 11 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of this corporation shall be WINMAR INDUSTRIES, INC.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the Laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

ARTICLE V

The existence of this corporation shall be perpetual. Commencement of corporate existence shall be upon the filing of the Articles of Incorporation.

ARTICLE VI

The principal office of this corporation shall be located at 73 SW Flagler Avenue, Stuart, Florida 34994.

ARTICLE VII

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Carol S. Waxler, 73 SW Flagler Avenue,
Stuart, Florida 34994.

ARTICLE VIII

The registered agent and registered office for this corporation are:

Carol S. Waxler, 73 S.W. Flagler Avenue,
Stuart, Florida 34994.

ARTICLE IX

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE X

The name and address of the incorporator to these Articles of Incorporation is:

Carol S. Waxler, 73 SW Flagler Avenue,
Stuart, Florida 34994.

ARTICLE XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Carol S. Waxler President/Treasurer/Secretary

ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XIII

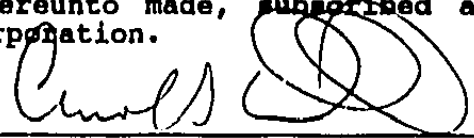
ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

DATED this 8th day of May, 1995.


CAROL S. WAXLER

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

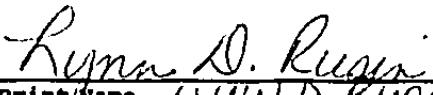

CAROL S. WAXLER

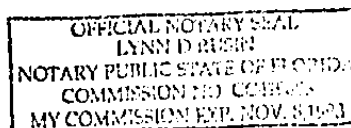
STATE OF FLORIDA)
COUNTY OF MARTIN)

I HEREBY CERTIFY that on this day, the foregoing instrument was acknowledged before me by CAROL S. WAXLER, who is personally known to me, who did take an oath, and who executed these Articles of Incorporation, and she acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Stuart, Martin County, Florida,
this 8th day of May, 1995.

(Notary Seal)


Print Name LYNN D. RUSIN
NOTARY PUBLIC
My Commission Expires:



P95000037659

WAXLER & SMITH
ATTORNEYS AT LAW

CAROL B. WAXLER
RONALD B. SMITH
FLORIDA BAR CERTIFIED
CRIMINAL TRIAL LAWYER

MAILING ADDRESS
POST OFFICE BOX 111
STUART, FLORIDA 34906

73 B. W. FLAGLER AVENUE
STUART, FLORIDA 34904
TELEPHONE (407) 888-4444
FAX (407) 883-4300

June 7, 1995

Secretary of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

100001510341
-06/09/95--01099--013
*****35.00 *****35.00

Re: Winmar Industries, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment with regard to the above referenced corporation. Also enclosed is this firm's check in the amount of \$35.00 for the filing fee.

Please file the original Articles of Amendment and return the copy marked with the date and time that the original was filed. I have enclosed a stamped return envelope for your convenience.

If you have any questions, please do not hesitate to contact this office.

Sincerely,

Pam Phelps
Pam Phelps, Secretary
CAROL S. WAXLER

/pp
enclosures

FILED
1995 JUN -9 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Pam Phelps, authorized
to add no shareholder
action was required.*

*Name Change
LTS
6-21-95*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

FILED
1995 JUN -9 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

WINMAR INDUSTRIES, INC.

SECOND: The following amendment to the articles of incorporation were adopted by the corporation:

ARTICLE I. "NAME" is amended to read as follows:

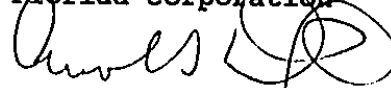
"The name of this corporation shall be WINDMAR INDUSTRIES, INC."

THIRD: This amendment does not provide for an exchange, reclassification or cancellation of issued shares.

FOURTH: The amendment was adopted by the Initial Incorporator on the 30th day of May, 1995, which date is prior to the Incorporator's assignment by the Sole Incorporator of the Articles of Incorporation and the initial organizational meetings of the corporation. Shareholder action was not required.

DATED this 30th day of May, 1995.

WINMAR INDUSTRIES, INC., a
Florida corporation



CAROL S. WAXLER
Initial Incorporator

STATE OF FLORIDA)
COUNTY OF MARTIN)

I HEREBY CERTIFY that on this day personally appeared CAROL S. WAXLER, to me well known to be the person described in and who executed these Amended Articles of Incorporation, and she acknowledged before me, according to law, that she made and subscribed to the same for the purposes therein mentioned and set forth.

WITNESS my hand and seal at Stuart, Martin County, Florida,
this 30th day of May, 1995.

(Notary Seal)

Pamela A. Phelps
NOTARY PUBLIC
My Commission Expires:

