

P99000043057

STEEL HECTOR DAVIS
Requestor's Name

Address

City/State/Zip 222, 2300 Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- W.I.N. CAPITAL CORPORATION
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

FILED
 99 MAY 12 AM 9:19
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time 4:00 PM
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION

RECEIVED
 99 MAY 11 AM 0:41

W-10969

Examiner's Initials ajc s/da



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

STEEL HECTOR DAVIS

SUBJECT: W.I.N. CAPITAL CORPORATION
Ref. Number: W99000010969

We have received your document for W.I.N. CAPITAL CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 699A00025695

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99 MAY 12 AM 9 33
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
W.I.N. CAPITAL CORP.
(a Florida corporation)**

FILED
99 MAY 12 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name of Corporation**

The name of this Florida corporation is W.I.N. Capital Corp. (the "Corporation").

**Article II
Address of Corporation**

The street address of the initial principal office of the Corporation is Old Port Cove Plaza, 1208 U.S. Highway One, North Palm Beach, Florida, 33408-3540.

**Article III
Common Stock**

The Corporation shall have the authority to issue 100 shares of common stock of \$.01 par value.

**Article IV
Preemptive Rights**

The Corporation elects to have preemptive rights upon the decision of the Board of Directors of the Corporation to issue unissued but authorized shares of common stock, including treasury shares of the Corporation. This right shall be deemed waived by any holder of shares of common stock who does not exercise it and pay for the shares of common stock preempted within thirty 30 days of receipt of a notice in writing from the Corporation inviting the holder of shares of common stock to exercise the right.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is Old Port Cove Plaza, 1208 U.S. Highway One, North Palm Beach, Florida 33408-3540, and the name of the initial registered agent at such address is Mary Therese Walsh.

Article VI
Incorporator

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John P. Walsh	Old Port Cove Plaza 1208 U.S. Highway One North Palm Beach, Florida 33408-3540

The powers of the incorporator shall terminate on the filing of these Articles of Incorporation.

Article VII
Board of Directors

Section 1. Number. The number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of the Corporation, provided that the number of directors shall not be reduced to less than one.

Section 2. Initial Directors. The names and mailing addresses of the initial members of the Board of Directors, who are subject to the provisions of these Articles of Incorporation, the By-Laws, if any, and the laws of Florida, and who shall hold office for the first year of the Corporation's existence or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
John P. Walsh	Old Port Cove Plaza 1208 U.S. Highway One North Palm Beach, Florida 33408-3540

Denis S. Walsh

Old Port Cove Plaza
1208 U.S. Highway One
North Palm Beach, Florida 33408-3540

Section 3. Removal, Vacancies.

(a) Any director may be removed from office with cause at any time by the affirmative vote of the shareholders of record holding a majority of the outstanding shares of the common stock of the Corporation entitled to vote, given at a special meeting of the shareholders called for that purpose.

(b) Any vacancies in the Board of Directors created in any manner shall be filled at a special meeting of the shareholders, called for the purpose of election of directors, within 20 days after the creation of the vacancy.

Article VIII
Stockholders

Except as otherwise provided by the Florida Business Corporation Act, or by these Articles of Incorporation, a quorum for the meeting of shareholders shall consist of shareholders of record holding a majority of the outstanding capital shares of stock entitled to vote.

The affirmative vote of shareholders of record holding a majority of the votes present, in person or by proxy, and entitled to vote at a meeting of shareholders shall be necessary for the transaction of any business at a meeting of shareholders.

Meetings of shareholders may be held outside the State of Florida, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in the Florida Business Corporation Act) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

Article IX
Indemnification of Officers and Directors

Section 1. Indemnification.

(a) Except as provided below, the Corporation shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), including the heirs, executors, administrators or estate of any person

who is or was a director or officer of the Corporation, or who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant indemnity, who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties and fines) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director, officer, agent or employee of the Corporation, or is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent or employee of another enterprise and as to whom the Corporation has agreed to grant indemnity.

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article, (i) the Corporation shall indemnify a person entitled to indemnification under Section 1(a) in connection with a Proceeding (or part thereof) initiated by an indemnified person only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of notice thereof from the indemnified person and (ii) the Corporation shall not be required to indemnify or advance costs to any director, officer, agent or employee (or such person's heirs, executors, administrators or estate) in an action in which such person is an adverse party to the Corporation.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1(a) of this Article in defending a Proceeding may be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the indemnified person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such person (except a Proceeding authorized by Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking. The Board of Directors may, upon approval of the indemnified person, authorize the Corporation's counsel to represent the person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding.

Section 3. Procedure For Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the director, officer, agent or employee. The right to indemnification or advances as granted by this Article shall be enforceable by the director, officer, agent or employee in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination (prior to the commencement of the action) that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any statute, agreement, vote of stockholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as a director, officer, agent or employee and as to actions in another capacity while still director, officer, agent or employee and shall continue as to a person who has ceased to be a director, officer, agent or employee and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each person described in Section 1(a) of this Article who serves or served as a director, officer, agent or employee of the Corporation at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such director, officer, agent or employee or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of agents of the Corporation and for such other indemnification of the directors, officers, agents or employees of the Corporation as it deems appropriate.

Section 5. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of the Corporation, or is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent or employee of another enterprise and as to whom the Corporation has agreed to grant indemnity,


against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 6. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director, officer, agent and employee of the Corporation described in Section 1(a) of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

Article X
Amendment of the By-Laws

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to alter and amend the By-Laws of the Corporation from time to time, subject to the right of the shareholders entitled to vote with respect thereto to alter and amend the By-Laws made by the Board of Directors and subject to any restrictions regarding amendments which are contained in the By-Laws. The Board of Directors shall have no power to alter or amend the By-Laws of the Corporation in any respect which would cause the By-Laws to be inconsistent with the provisions of the Articles of Incorporation.

The incorporator executed these Articles of Incorporation the 5 day of May 1999.



John P. Walsh

**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Name of Corporation: W.I.N. Capital Corp.

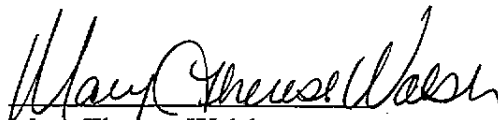
Name and Office
Address of
Registered Agent:

Mary Therese Walsh
Old Port Cove Plaza
1208 U.S. Highway One
North Palm Beach, Florida 33408-3540

99 MAY 12 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I agree to act as initial registered agent to accept service of process for the corporation named above at the place designated in this certificate. I agree to comply with Section 607.0505, Florida Statutes, and all other statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent.


Mary Therese Walsh

Date signed: 5/5/99