

DEBORAH FISCHER MORAITIS, ESQUIRE

BARNETT BANK TOWER
2929 E. COMMERCIAL BOULEVARD, SUITE 701
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE 954 / 492-4229
FAX 954 / 489-0434

September 20, 1996

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

400001958224
-09/26/96--01080--004
*****70.00 *****70.00

RE: WINMAX TRADING GROUP, INC.
Our File: 96-362

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation to be filed with your office, along with check in the amount of \$70.00 representing the filing fee regarding:

WINMAX TRADING GROUP, INC.

Please return a stamped copy of the Articles of Incorporation to our office in the enclosed self-addressed, stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,

Deborah Fischer Moraitis
DEBORAH FISCHER MORAITIS

DFM/dhs
Enc.

EFFECTIVE DATE
9/24/96

FILED
96 SEP 26 PM 4:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/27

**ARTICLES OF INCORPORATION
OF
WINMAX TRADING GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 26 PM 4:22

FILED

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is WINMAX TRADING GROUP, INC., whose principal place of business is 429 Seabreeze Boulevard, Ft. Lauderdale, Florida 33316.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State.

ARTICLE IV

The corporation shall have the authority to issue ten thousand (10,000) shares, all of one class of Common Stock, with a par value of \$1.00 per share.

ARTICLE V

The name of the Registered Agent and address of its initial registered office are:

DEBORAH FISCHER MORAITIS, ESQ.
2929 East Commercial Boulevard
Suite 701
Ft. Lauderdale, Florida 33308

EFFECTIVE DATE
9/24/96

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names and addresses are:

Ralph Pistor- President/Treasurer
Igor Klaehre- Vice President/Secretary
429 Seabreeze Boulevard
Ft. Lauderdale, Florida 33316

ARTICLE VII

The name and address of the incorporator is:

RALPH PISTOR
429 Seabreeze Boulevard
Ft. Lauderdale, Florida 33316

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder

is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statute Section 607.167(1), the effective date of the commencement of corporate existence is the 24th day of September, 1996, which is the date of subscription and acknowledgement of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five (5) days after such date.


IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 24th day of September, 1996.


RALPH PISTOR

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority appeared RALPH PISTOR, who is personally known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Fort Lauderdale, in said County and State this 24th day of September, 1996.


Notary Public, State of Florida
My Commission Expires:



STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

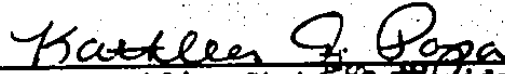
I am familiar with and hereby accept the obligations of
Registered Agent for WINMAX TRADING GROUP, INC.


DEBORAH FISCHER MORAITIS, ESQ.
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority personally appeared
DEBORAH FISCHER MORAITIS, ESQ., who is known to be the person
described in and who is named as the Registered Agent in the above
Articles of Incorporation, and she freely and voluntarily
acknowledged before me according to law that she has authorized
said corporation to name her as its initial Registered Agent for
the purposes mentioned and set forth in Article V.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal at Ft. Lauderdale , in said County and State this
24th day of September, 1996.


Notary Public, State of Florida
My Commission Expires

Affiant is personally known ☒ or provided the following
identification _____



P96000080423
DEBORAH FISCHER MORAITIS, ESQUIRE

BARNETT BANK TOWER
2929 E. COMMERCIAL BOULEVARD, SUITE 701
FORT LAUDERDALE, FLORIDA 33308
TELEPHONE 954 / 492-4229
FAX 954 / 489-0434

January 15, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500002069995--0
-01/28/97--01066--006
*****43.75 *****43.75

RE: Winmax Trading Group, Inc.
Our File: 96-362

Dear Sir:

Please provide me with a Certificate of Good Standing for the following corporation:

WINMAX TRADING GROUP, INC.

My check for \$8.75 is enclosed for processing. Also enclosed is Amendment to the Articles of Incorporation for Winmax Trading Group, Inc., and my check for \$35.00.

Your prompt attention is appreciated.

Very truly yours,

Deborah Fischer Moraitis
DEBORAH FISCHER MORAITIS

DFM/dhs
Enc. ck# 1190

Amend
JAN 30 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 AM 11:02

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

WINMAX TRADING GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 AM 11:02

The undersigned, being a director, shareholder, and officer of WINMAX TRADING GROUP, INC., a Florida corporation, hereby amends said Articles of Incorporation as follows, in accordance with Florida Statute Sections 607.1005 and 607.1006:

ARTICLE IV

1. The Corporation shall have the authority to issue Fifty Million (50,000,000) Shares of Common Stock at \$.001 par value, and Five Million (5,000,000) Shares of Preferred Stock at \$1.00 par value.

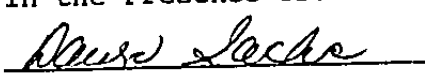
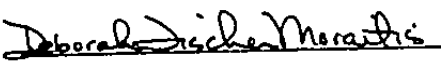
2. Other than hereinabove set forth, said Articles of Incorporation as originally adopted, shall remain in full force and effect.

IN WITNESS WHEREOF, the following individual being a director, shareholder, and officer of the Corporation adopted the Amendment without shareholder action as same was not required, and executed this Amendment to the Articles of Incorporation, this 15th day of January, 1997.

WINMAX TRADING GROUP, INC.

BY: 
RALPH BISTOR, Director

Signed, Sealed and Delivered
In the Presence of:

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: RALPH PISTOR, Director, of WINMAX TRADING GROUP, INC., a Florida corporation, and known to me and known by me to be the person who executed the foregoing Amendment to the Articles of Incorporation, and who acknowledged before me that he executed said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid, this 15th day of January, 1997.

Deborah Fischer Moraitis
NOTARY PUBLIC, State of Florida

My Commission Expires:

