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REPLY TO:
P.O. BOX 4195
SARASOTA, FLORIDA 34230

EFFECTIVE DATE
1-5-01

FILED
01 JAN 10 AM 9:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

January 9, 2001

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Winsel Marketing Associates, Inc.

Dear Sir/Madam:

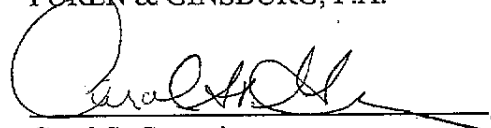
Enclosed, for filing, please find the Articles of Incorporation of Winsel Marketing Associates, Inc., in duplicate. Please send us a conformed original once it has been filed. Also, enclosed please find our check in the amount of \$78.75 representing filing fee.

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

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*****78.75 *****78.75

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Carol St. Germain,
Legal Assistant to Robert E. Messick

Enc.

FAUSERS\REM\WINSEL\STATE.WPD

D. BROWN JAN 12 2001 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WINSEL MARKETING ASSOCIATES, INC., a Florida corporation

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is WINSEL MARKETING ASSOCIATES, INC.

ARTICLE II

The existence of the corporation shall begin on January 5, 2001

ARTICLE III

The street address of the principal office of the Corporation is 7536 Weeping Willow Drive, Sarasota, Florida 34241.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 7536 Weeping Willow Drive, Sarasota, Florida 34241. The initial registered agent for the Corporation at that address is Robert E. Messick.

ARTICLE VI

The initial board of directors shall consist of 1 member. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Aviva Feintuch Vinella, Sole Officer and Director	7536 Weeping Willow Drive, Sarasota, Florida 34241

ARTICLE VII

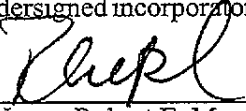
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Robert E. Messick, Registered Agent	2033 Main Street Sarasota, Florida 34237

ARTICLE VIII

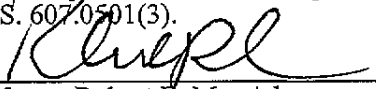
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of January, 2001.


Name: Robert E. Messick

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WINSEL MARKETING ASSOCIATES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Robert E. Messick

Date: January 5, 2001

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