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Daniel W. Schreimann, P.C.
Attorney & Counselor at Law

March 2, 2001

VIA OVERNIGHT DELIVERY

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-03/05/01--01141--015
*****78.75 *****78.75

Re: Winners Acceptance Corporation

Gentlemen:

Enclosed for filing please find the following:

1. Duplicate originals and one copy of a Certificate of Qualification;
2. Certificate of Existence issued by the Texas Secretary of State; and
3. Check in the amount of \$78.75 to cover the required filing fee and fee for a certified copy of the Application.

Upon completion of the filing process, please return the file-marked copy to me in the pre-addressed envelope provided for such purpose. If you should have any questions, please feel free to contact me.

Very truly yours,

Daniel Schreimann

Daniel W. Schreimann

FILED
01 MAR -5 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DWS/dt
Enclosures

cc: Winners Marketing Corporation

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Winners Acceptance Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Daniel W. Schreimann
(Name of Person)

Daniel W. Schreimann, P.C.

(Firm/Company)

8235 Douglas Ave., Suite 1020

(Address)

Dallas, Texas 75225

(City/State and Zip code)

For further information concerning this matter, please call:

Daniel W. Schreimann at (214) 522-6262
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

FILED
01 MAR -5 PM 2:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Winners Acceptance Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 74-2706018
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 04-18-94 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. "upon qualification"
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 13349 N. Central Expressway, Dallas, Texas 75243
(Principal office address)
- Same
(Current mailing address)
8. Finance
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Spiegel & Ultera, PA
- Office Address: 343 Almeria Avenue
- Coral Gables, Florida 33134
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**Maria Ozaeta
Assistant Secretary**

Maria Ozaeta

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Al Eisman

Address: 636 Broadway, Suite 310
San Diego, CA 92101

Vice Chairman: Phil Zamel

Address: 636 Broadway, Suite 310
San Diego, CA 92101

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Ron Zaberer

Address: 636 Broadway, Suite 310
San Diego, CA 92101

Vice President: Chris Waters

Address: 636 Broadway, Suite 310
San Diego, CA 92101

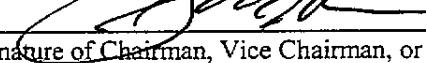
Secretary: Ron Zaberer

Address: 636 Broadway, Suite 310, San Diego, CA 92101

Treasurer: Chris Waters

Address: 636 Broadway, Suite 310, San Diego, CA 92101

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ron Zaberer, President
(Typed or printed name and capacity of person signing application)

FILED
01 MAR -5 PM 2:50
SECRETARY
TALAMON



The State of Texas

SECRETARY OF STATE

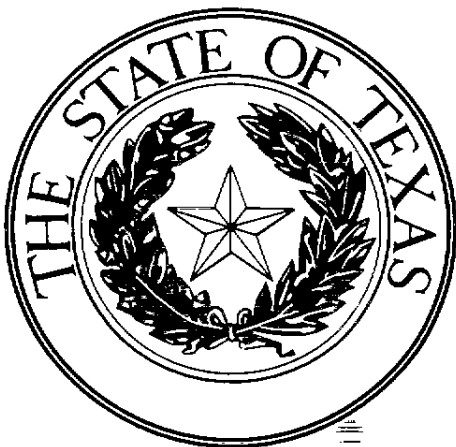
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

WINNERS ACCEPTANCE CORPORATION
File No. 1309322-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

FILED
1 MAR -5 PM 2:50
AUSTIN TEXAS

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on February 13, 2001.*



Henry Cuellar

Henry Cuellar
Secretary of State DAE