

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000050515

Pete Orr's Winner Circle

elno.

300003263253--18
-05/23/00--01052--003
*****70.00 *****70.00

<input checked="" type="checkbox"/>	Art of Inc. File	FILED 00 MAY 23 AM 11:31 SECRETARY OF STATE TALLAHASSEE, FLORIDA
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input type="checkbox"/>	Cert. Copy	
<input checked="" type="checkbox"/>	Photo Copy	RECEIVED 00 MAY 23 AM 9:50 DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	SMITH MAY 23 2000
<input type="checkbox"/>	Courier	

Signature

Requested by:

Name

5/23/00

Date

8:35

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION
OF
PETE ORR'S WINNER CIRCLE, INC.

ARTICLE I - NAME

The name of this corporation is PETE ORR'S WINNER CIRCLE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00. There shall be only one class of stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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00 MAY 23 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation are as follows:

CHARLES O. ORR, 16233 FOUR LAKES LANE, MONTVERDE, FLORIDA.

34756 AND THERESA M. ORR, 16233 FOUR LAKES LANE, MONTVERDE, FLORIDA. 34756. The principal office address for the corporation is the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be greater than (9) nine. The name and address of the initial director of this corporation is:

Charles O. Orr	16233 Four Lakes Lane Montverde, Fl. 34756
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ARTICLE VIII - OFFICERS

The officers of the corporation shall be a President and a Secretary/Treasurer who shall be elected annually and any other officers provided for in the By-Laws. The Secretary and Treasurer may be two offices. The name of the persons who are to serve as officers of the corporation until the first election are:

OFFICER	NAME AND RESIDENCE
President/Treasurer	Charles O. Orr 16233 Four Lakes Lane Montverde, Fl. 34756

Vice President/Secretary

Theresa M. Orr
16233 Four Lakes Lane
Montverde, Fl. 34756

ARTICLE IX - INCORPORATORS

The names and address's of the persons signing these Articles are
CHARLES O. ORR, 16233 FOUR LAKES LANE, MONTVERDE, FLORIDA.
34756


IN WITNESS WHEREOF, the undersigned incorporators have executed
these Articles of Incorporation this 10th day of May, 2000.


CHARLES O. ORR


THERESA M. ORR

Secretary of State
State of Florida
Tallahassee, FL 32399

I hereby am familiar with and accept the duties and responsibilities as resident agent for PETE ORR'S WINNER CIRCLE, INC. effective with the date of this incorporation. I will continue to act and serve in that capacity until such time as I notify you of my resignation from that function.



CHARLES O. ORR

Attest:

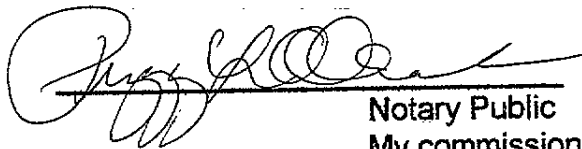


THERESA M. ORR

STATE OF FLORIDA)
: SS.
COUNTY OF LAKE)

Before me, a Notary Public, duly authorized to take acknowledgments in the state and county set forth above, personally appeared CHARLES O. ORR AND THERESA M. ORR known to me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county named above this 10 day of May, 2000.



Notary Public
My commission expires:



Peggy L. Abraham
MY COMMISSION # CG581585 EXPIRES
September 2, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY-29 AM 11:31

FILED