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LAW OFFICES OF CARITA M. WELLS, P.A. 1435 WEST BUSCH BLVD., SUITE A TAMPA, FLORIDA 33612 (813) 935-8668

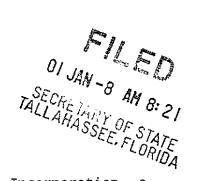
Date: January 3,2001
RE: Winmark Marketing Inc.
Date: January 3,2001 RE: Winmark Marketing Inc. OI-101: Filing of Articles of Incorporation. INSTRUCTIONS TO CLERK
INSTRUCTIONS TO CLERK
File attached. () Please stamp extra copy which is enclosed and return in enclosed envelope. () Certify attached. () Forward to Walter Heinrich for service. () Photocopy and certify original
INSTRUCTIONS TO PROCESS SERVER
 () Please serve attached () Attached is a check in the amount of \$ for your fees. () Attached is a check in the amount of \$ as witness fees. () Docket Execution. () Levy pursuant to the Instructions for Levy.

THANK YOU FOR YOUR COOPERATION.

10,01

ARTICLES OF INCORPORATION

OF



WENMARK MARKETING, INC.

THE UNDERSIGNED subscribes to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name

The name of the corporation is WENMARK MARKETING, INC.

ARTICLE II - Purpose of Corporation

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE IV - Preemptive Rights

Each shareholder, upon the sale for cash 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Term of Existence

The corporation shall exist perpetually.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1435 West Busch Blvd., Suite A Tampa, Florida 33612, the name of the initial registered agent at that address is Carita M. Wells.

ARTICLE VII - Principle Office of Corporation

The street address and mailing address of the Principal office of the corporation is 1435 West Busch Blvd., Suite A Tampa, Florida 33612.

ARTICLE VIII - Initial Board of Directors

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one.

ARTICLE IX - Incorporator

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

ARTICLE X - Indemnification

The corporation shall indemnify any incorporator, officer or director or any former officer, director or incorporator, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of January, 2001.

Mark Hardy

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared who is known to me or who has produced as identification, who did not take an oath, and 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 seal, in the State and County aforesaid this 3 day of January, 2001 and who did take an oath.

(Signature of Notary Public)

CARITA M. WELLS
(Typed or printed name of Notary Public)

Notary Public, State of Florida

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

That Wenmark Marketing, Inc. organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Hillsborough County, Florida, has named Carita M. Wells as registered agent, and 1435 West Busch Blvd., Suite A, Tampa, Florida 33612 as the place where service of process may be served within this State.

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept the obligations of the position of Registered Agent under Section 607.0505 and agree to comply with the provisions of said Act.

Registered Agent