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February 23, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

FILED
01 FEB 27 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
300003783583--9
-02/27/01--01126--012
*****78.75 *****78.75

Re: WINTERSTUDIO, INC.

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of **WINTERSTUDIO, INC.** Also enclosed is a check in the amount of \$78.75 as payment for the following amounts:

\$35.00 - Filing Fee
8.75 - Certified Copy
35.00 - Resident Agent Designation

I would appreciate your returning the certified copy to me at your earliest convenience. Thank you for your attention to this matter.

Sincerely,

Leonard Alterman

Leonard Alterman

LA/bjw
Enclosures
cc: Robert C. Winters

CP 2-2-01

ARTICLES OF INCORPORATION
OF
WINTERSTUDIO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be WINTERSTUDIO, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 420A Wharfside Way, Jacksonville, FL 32207.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence on the date of signing of these Articles of Incorporation.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent: Janis J. White

Address: 420A Wharfside Way
Jacksonville, FL 32207

ARTICLE VII

DIRECTORS

The corporation shall have not less than one and not more than five directors. The number

of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

ROBERT C. WINTERS
420A Wharfside Way
Jacksonville, FL 32207

JANIS J. WHITE
420A Wharfside Way
Jacksonville, FL 32207

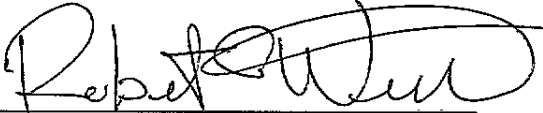
ARTICLE IX

INCORPORATOR

The names and addresses of the incorporator is as follows:

ROBERT C. WINTERS
420A Wharfside Way
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on this the 22nd day of February, 2001.



ROBERT C. WINTERS

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

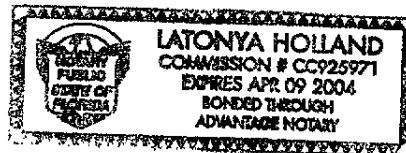
On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared ROBERT C. WINTERS, who executed the foregoing Articles of Incorporation, that he executed the same for the purposes therein expressed, _____ who is personally known to me (or) ✓ who has produced Florida Driver's License No. W536-763-46-258-0 _____ as identification, and who _____ did ✓ did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 22nd day of February, 2001.

Latonya Holland
Notary Public

State of Florida at Large

My Commission expires: April 9, 2004



State of Florida

County of Duval

Sworn to and subscribed before me

this 22nd day of Feb 2001.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JANIS J. WHITE

Date 2/22/01 _____

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