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To:

Division of Corporations

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: (850) 205-0381

From:

: CAPITAL CONNECTION, INC. Account Name

Account Number : 120000000257

Phone

: (850) 224-8870

Fax Number

: (850)222-1222

FLORIDA PROFIT CORPORATION OR P.A.

WINKLESTAR, INC.

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ARTICLES OF INCORPORATION

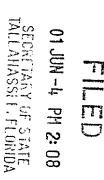
OF

WINKLESTAR, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is WINKLESTAR, INC.



ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 10525 Gulfshore Drive, #222, Naples, FL 34108.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is teh thousand (10,000) shares having a par value of .01 per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William L. Rogers, 5150 Tamiami Trail North, Ste. 501; Naples, FL 34103.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Layne Cook, 10525 Gulfshore Drive, #222, Naples, FL 34108.

The undersigned has executed these Articles of Incorporation this 4th day of June, 2001.

"Capital Connection, Inc. by A. Kim Clemons, Client Representative"

A. KIM CLEMONS

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	WINKLESTAR, INC.
z.	The name and street address of the registered agent and office
187	SISO Tamiani Isail N. Ste SOI Neples, Fl 34103

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

William & Rogert

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SECRETARY OF STATE