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PD2000060240

May 31, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Winner Acquisition Corp.

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Type of Document

☐ Certificate of Status

☒ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

FILED
02 MAY 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAY 31 AM 10:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION
OF
Winner Acquisition Corp.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Winner Acquisition Corp.

ARTICLE II - PRINCIPAL OFFICE

The principal office address of Winner Acquisition Corp. is 1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431 which is the same address as the registered office of the corporation.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE BILLION (1,000,000,000) shares of common stock all of one class, having a par value of \$0.0001 per share, and FIVE MILLION (5,000,000) shares of Preferred Stock. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

The initial officer is Milton H. Barbarosh as President. 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 less than one. The name and address of the initial director of the corporation is:

Milton H. Barbarosh
1900 Corporate Blvd., N.W., Suite 305 West
Boca Raton, FL 33431

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at the address is Milton H. Barbarosh.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is:

Milton H. Barbarosh
1900 Corporate Blvd., N.W., Suite 305 West
Boca Raton, FL 33431

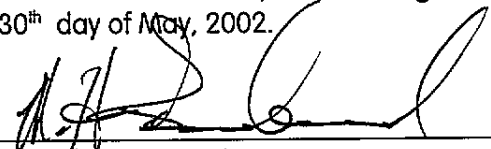
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - CONFLICTS OF INTEREST

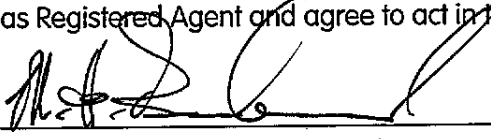
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that the firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such contract of transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transacting, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transition with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of May, 2002.



Milton H. Barbarosh
Incorporator

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.




Milton H. Barbarosh, Registered Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT **Winner Acquisition Corp.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA RATON, FLORIDA, WITH AN ADDRESS OF **1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431**, HAS NAMED **Milton H. Barbarosh** AS REGISTERED AGENT, LOCATED AT **1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431**, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature 
Milton H. Barbarosh. Subscriber

Date: May 30th, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OFF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature 
Milton H. Barbarosh

Date: May 30th, 2002

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