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J. Shivers JUL 19 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WINNING REAL ESTATE INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JIMMY L WALLACE
Name (Printed or typed)

184 EGLIN

Address

FT WALTON BEACH, FL 32548

City, State & Zip

850-428-1910

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

05 JUL 19 01 1990
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**ARTICLES OF INCORPORATION
OF
WINNING REAL ESTATE, INC.**

We, the undersigned, in order to form a corporation for the hereinafter expressed Purposes under the laws of the State of Florida and particularly pursuant to Chapter 607 and 621 Florida Statutes (F.S.).

First: The name of the Corporation shall be WINNING REAL ESTATE, Inc.

Second: The nature of the business of the Corporation and objects and purposes proposed to be transacted, promoted, or carried on by it are as follow, to wit:

- (1) To enter into general partnership agreements with other Corporations or Corporation whether foreign or domestic, or with any partnership or partnerships, or with any individuals or individual.
- (2) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its Corporate rights, privileges, or for any other lawful purpose of exchange, debentures, and other obligations and evidence of indebtedness and to execute any security agreements, including but not limited to mortgages, deeds of trust, and security agreements.
- (3) To engage in the business of Real Estate sales, and to do all things necessary or desirable in furtherance of such enterprises or activities.
- (4) To own, operate develop, buy, sell, trade, invest in, improve, encumber, exchange, and otherwise utilize all types of property, real, personal and mixed, including but not limited to property of the Corporation

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(5) To borrow monies and issue evidence of indebtedness together with instruments of security upon the property belonging to the Corporation in order to secure such indebtedness.

(6) To exercise each and every right and power necessary and incidental to operation of the business and purpose of the Corporation

(7) To engage in all other lawful acts.

Third: The Principle office or place of business shall be located in the County of Okaloosa, at 184 Eglin Parkway, Ft. Walton Beach, Florida, 32548.

Fourth: The period of existence of this Corporation shall be perpetual.

Fifth: The name of the resident agent of the Corporation shall be Jimmy L. Wallace, whose address will be 184 Eglin Parkway, Ft. Walton Beach, Florida, 32548 and whose mailing address will be 184 Eglin parkway, Ft. Walton Beach, Florida, 32548.

Sixth: The total amount of authorized capital stock of this Corporation is 100 shares of common or no par stock.

Seventh: The Corporation shall not commence business until One hundred Dollars (\$100.00) has been received for the issuance of shares of the stock.

Eighth: The name and address of the Incorporators and the number of shares of capitol stock subscribed are as follows:

Jimmy L. Wallace 184 Eglin Parkway, Ft. Walton Beach, Florida, 32548, 100 Shares.

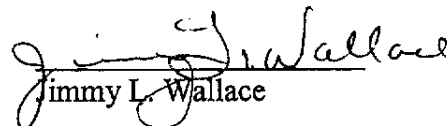
Ninth: The number of directors constituting the initial Board of Directors shall be one. At the meeting of the shareholder next following the time when the number of shareholders of record shall be more then one, additional directors shall be elected so that the total number of directors shall be equal to the number of shareholders of record (but not to exceed five unless the corporate by-laws specifically so provide.

Tenth: The President and Secretary of the Corporation shall have the authority on behalf of the Corporation to enter into any contract between the Corporation and all of its shareholders (a) imposing restrictions on the future transfer (whether intervivos, by inheritance of testamentary gift), hypothecation or other disposition of its shares; (b) granting purchase options to the Corporation or its shareholders; or shares (c) requiring the Corporation or its shareholders to purchase such shares upon stated contingencies, In addition, any and all such restriction, options or requirements may be imposed on all shares of the Corporation, issued or unissued, upon the unanimous resolution of the Board of Directors and the consent of all shareholders as of the date of the Board's resolution.

Eleventh: No contract entered into by this Corporation shall be invalid or unenforceable because of the interest of any director in the contract, either directly or indirectly.

Twelfth: The Corporation reserves the right to amend, alter or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights and powers conferred on directors and stockholders herein are granted subject to reservation.

IN WITNESS WHEREOF, I have hereunto set my hand on this ____ day of July, 2005.


Jimmy L. Wallace

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