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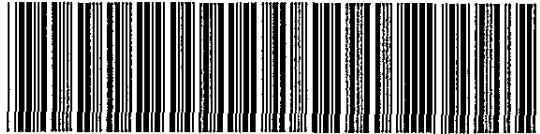
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EDDY & ROTHBURD, P.A.

ATTORNEYS AT LAW

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August 15, 2005

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Winners Management Group, Inc.*
Our File No.: 5309

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of Winners Management Group, Inc. along with the certificate designating the Registered Agent, and our check in the amount of \$70.00. Please proceed to file the Articles of Incorporation. Once the Articles have been filed, please confirm that the corporate charter has been issued.

Very Truly Yours,

EDDY & ROTHBURD, P.A.

Robert K. Eddy, Esquire

RKE/bc
Encls.

**ARTICLES OF INCORPORATION
OF
WINNERS MANAGEMENT GROUP, INC.**

The undersigned hereby associates for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute Chapter 607.

I.

The name of the corporation shall be:

WINNERS MANAGEMENT GROUP, INC.

II.

The principal office of the corporation and the mailing business address of the corporation shall be:

5285 Ehrlich Road
Tampa, Florida 33625

III.

The purpose for which the corporation is to be formed and the general nature of the corporation's business shall be: restaurant management and any other activity or business permitted under the laws of the State of Florida.

IV.

The amount of the capital stock of the corporation shall be ten-thousand (10,000) shares of common stock with a par value of one dollar (\$1.00) per share.

V.

The amount of capital with which the corporation will begin business will be no less than one thousand dollars (\$1,000.00).

VI.

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

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VII.

The names and address of the members of the first Board of Directors, until the first annual meeting of the stockholders are as follows:

<u>Name</u>	<u>Address</u>
Gerry T. Malynowsky	5285 Ehrlich Road Tampa, Florida 33625
Rebecca Malynowsky	5285 Ehrlich Road Tampa, Florida 33625

VIII.

The number of directors is to be not less than one nor more than five and the directors need not be shareholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the shareholders.

IX.

The names and address of the officers of the corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Gerry T. Malynowsky	President/ Treasurer	5285 Ehrlich Road Tampa, Florida 33625
Rebecca Malynowsky	Vice President/ Secretary	5285 Ehrlich Road Tampa, Florida 33625

X.

The names and post office addresses of each subscriber/incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Gerry T. Malynowsky	5285 Ehrlich Road Tampa, Florida 33625	500
Rebecca Malynowsky	5285 Ehrlich Road Tampa, Florida 33625	500

XI.

The duration of the corporation is to be perpetual.

XII.

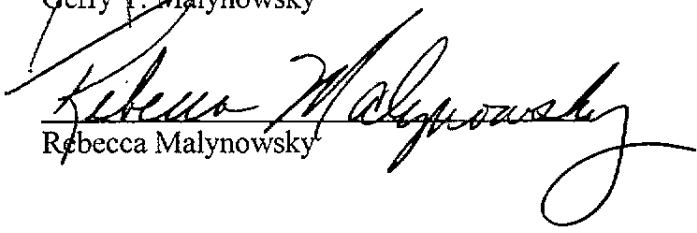
The street address for the corporation's initial registered office and the name of its initial Registered Agent at that office are as follows:

Registered Agent
Gerry T. Malynowsky

Street Address
5285 Ehrlich Road
Tampa, Florida 33625

IN WITNESS WHEREOF, we have executed and acknowledged these Articles of Incorporation of WINNERS MANAGEMENT GROUP, INC., this 11 day of August, 2005.


Gerry T. Malynowsky


Rebecca Malynowsky

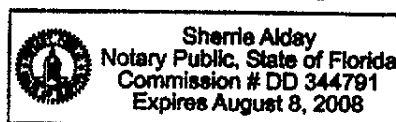
STATE OF FLORIDA:

COUNTY OF HILLSBOROUGH:

On the day above shown, before me personally appeared Gerry T. Malynowsky and Rebecca Malynowsky to me known personally or who produced _____ as identification, and who acknowledged before me that they executed the foregoing instrument for the purposes stated herein.

Sworn to and subscribed
before me this 11 day of
August, 2004.


Notary Public



My Commission Expires:

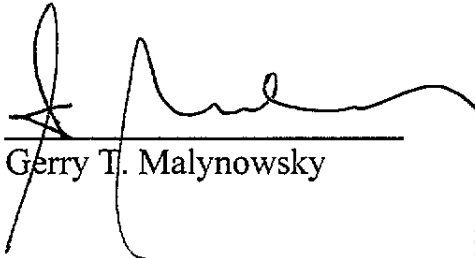
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48 of the Florida Statutes, the following is submitted in compliance with said Act:

That WINNERS MANAGEMENT GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office at 5285 Ehrlich Road, Tampa, FL 33625, has named and appointed Gerry T. Malynowsky at 5285 Ehrlich Road, Tampa, FL 33625 as its Agent to accept service of process within this state.

**ACKNOWLEDGMENT OF REGISTERED AGENT AND DUTIES
PURSUANT TO FLORIDA STATUTE CHAPTER 607.**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statute Chapter 607 relative to keeping open said office.



Gerry T. Malynowsky

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