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(Requestor's Name)

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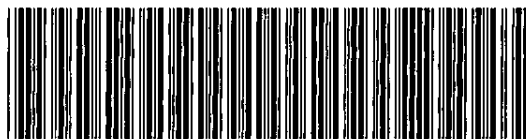
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**JACQUELYN M. SHANNON, P.A.**

Attorney at Law

9160 Oakhurst Road, Suite 3  
Seminole, FL 33776-2157

Telephone: (727) 596-7100  
Fax: (727) 596-7474

April 25, 2008

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

**RE: Winners Circle of Southwest Florida, Inc.**

Dear Sir or Madam:

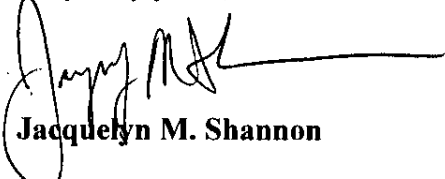
Enclosed please find the following document that is being provided to you for the formation of Winners Circle of Southwest Florida, Inc., a Florida corporation:

1. Articles of Incorporation, including designation of registered agent

Also enclosed is our check in the amount of \$78.50 made payable to the Florida Department of State, representing the filing fee for the Articles of Incorporation, designation of registered agent, and \$8.75 for you to provide the undersigned with a certificate of status.

Please file the enclosed documents at your earliest convenience and return all correspondence concerning this matter to the undersigned. Should you have any questions concerning the enclosures, please don't hesitate to contact us.

Very truly yours,



**Jacquelyn M. Shannon**

JMS:vbd/Enc.

ARTICLES OF INCORPORATION

OF

WINNERS CIRCLE OF SOUTHWEST FLORIDA, INC.

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The undersigned, acting as the incorporators, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be WINNERS CIRCLE OF SOUTHWEST FLORIDA, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding fifty thousand (50,000.00) shares which shall be designated common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the principal office of the corporation in the State of Florida is 14130 Rose Mary Lane, Apt. 2105, Largo, Florida 33774. The initial street address of the registered office of the corporation in the state of Florida is the same. The name of the initial registered agent of the corporation at such address is Irene Fish.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be three (3).
- B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The names and addresses of the initial members of the Board of Directors, who shall hold office until his, her or their successors are duly elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Irene Fish	14130 Rose Mary Lane, Apt. 2105 Largo, FL 33774
Elaine Corkery	14130 Rose Mary Lane, Apt. 2102 Largo, FL 33774
Al Yauga	14130 Rose Mary Lane, Apt. 2102 Largo, FL 33774

#### ARTICLE VII - INCORPORATOR

The name and street address of the incorporators of the corporation are:

<u>Name</u>	<u>Address</u>
Irene Fish	14130 Rose Mary Lane, Apt. 2105 Largo, FL 33774
Elaine Corkery	14130 Rose Mary Lane, Apt. 2102 Largo, FL 33774
Al Yauga	14130 Rose Mary Lane, Apt. 2102 Largo, FL 33774

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#### ARTICLE VIII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.

#### ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Seminole, Pinellas County, Florida this 24 day of April, 2008.

Irene Fish

IRENE FISH

Elaine G. Corkery

ELAINE CORKERY


Al Yauga

AL YAUGA

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

BEFORE ME the undersigned authority, personally appeared Irene Fish, Elaine Corkery and Al Yauga, who executed the foregoing instrument, and who have produced Florida driver's licenses as identification and who did take an oath.

Sworn to and subscribed before me this 24<sup>th</sup> day of April, 2008.

NOTARY PUBLIC-STATE OF FLORIDA  
 Jacquelyn M. Shannon  
Commission #DD388022  
Expires: FEB. 11, 2009  
Bonded Thru Atlantic Bonding Co., Inc.

[Signature]  
NOTARY PUBLIC

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, IRENE FISH, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that she is familiar with, and accepts, the obligations imposed pursuant to section 607.325 of the Florida General Corporation Act.

Irene Fish

IRENE FISH

14130 Rose Mary Lane, Apt. 2105  
Largo, FL 33774

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