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*** QUOTATION ***

INVOICE # WINN

1/04/95

CUSTOMER # PECKO:

CAPITAL CONNECTION, INC.
P.O. BOX 10349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JW13

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CLIENT REP: JULIA WATSON

DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING
ART WITH CERT COPIES FOR :
WINN PRODUCTS, INCORPORATED

JAN 4 1995 BSB

RECEIVED
95 JAN -4 AM 11:31
DIVISION OF CORPORATION

FILED
95 JAN -4 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
WINN PRODUCTS, INCORPORATED

FILED
95 JAN -4 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the corporation is WINN PRODUCTS, INCORPORATED

ARTICLE II.

Address

The principal address of the corporation shall be 3703 131st Avenue North, Clearwater, FL 34622.

ARTICLE III.

Duration

The duration of the corporation is perpetual.

ARTICLE IV.

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V.

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated common shares.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of

this corporation is 259 4th Avenue North, St. Petersburg, FL 33701 and the name of the initial registered agent at such address is Edwin Peck.

ARTICLE VII.

Management of Corporation by Stockholders

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of, the shareholders.

ARTICLE VIII.

Incorporators

The name and address of the person signing these Articles is: Edwin Peck, 259 4th Avenue North, St. Petersburg, FL 33701.

ARTICLE IX.

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of January 1995.

Witnesses:

Carol Ann McInnis
Carol Ann McInnis

Edwin Peck
Edwin Peck

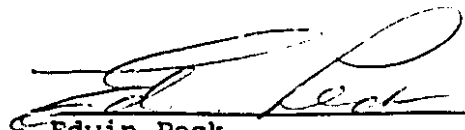
CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

FILED

JAN -4 PM 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned accepts the appointment as Registered Agent
for WINN PRODUCTS, INCORPORATED and further states that he is
familiar with and accepts the obligations provided for in Section
607.0505 Fla.Stat.


Edwin Peck