

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

P95000014805

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546912 81184A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : February 22, 1995

ORDER TIME : 10:39 AM

ORDER NO. : 546912

CUSTOMER NO: 81184A

CUSTOMER: Charles E. Schuh, Esq
SCHUH & SCHUH

500001412585
02/22/95 -01016 -023
****70.00 ****70.00

248 Mirror Lake Drive, N.
St. Petersburg, FL 33701

DOMESTIC FILING

RUSH WILL WAIT

NAME: WINROSE CORPORATION

P95000014805

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
95 FEB 22 AM 11:27
TALLAHASSEE, FLORIDA
Dm
2-22-95
01

SCHUH & SCHUH

DANIEL B. SCHUH
CHARLES E. SCHUH

ATTORNEYS AT LAW
248 MIRROR LAKE DRIVE NORTH
ST. PETERSBURG, FLORIDA 33701

PHONE (813) 894-0144

February 21, 1995

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

Re: Winrose Corporation

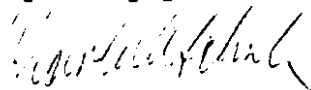
Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of Winrose Corporation signed by Charlotte Suprenant for filing. Please return one copy with your time stamp showing when it was incorporated.

Our check in the amount of \$70.00 is enclosed for the filing fee and designation of registered agent.

If you have any questions regarding this, let me know.

Very truly yours,



Charles E. Schuh
ac
enc.

ARTICLES OF INCORPORATION
OF

WINROSE CORPORATION

ARTICLE I - NAME

The name of this corporation is Winrose Corporation.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized to deal in goods and services, to deal in real and personal property, and for the purpose of transacting any or all lawful business as a corporation incorporated under Florida law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares, at a price at which it is offered to others.

ARTICLE VI-PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The principal office, mailing address, and the initial registered office of this corporation is: 14509 Catalina Circle, Seminole, Fla. 34646 and the name of the initial registered agent of this corporation at that address is: Charlotte Suprenant.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is Charlotte Suprenant, 14509 Catalina Circle, Seminole, Fla 34646.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - AMENDMENT TO CHARTER

These Articles of Incorporation may be amended, altered, or changed by the shareholders only at a regular meeting or special meeting called for that purpose.

ARTICLE XII - CONTRACTS

No contract or other transaction between the company and any other corporation, whether or not a majority of the capital stock of the same shall be owned by the company, shall be affected or invalidated by reason of the fact that any one or more of the stockholders of the company is or are interested in, or is a director or officer, or are directors or officers of such corporation, and any shareholder or shareholders, individually or jointly may be a party or parties to or may be interested in any contract or transaction of the company or in which the company is interested, and no contract, act or transaction of the company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any shareholder or shareholders, officer or officers of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a shareholder of the company is hereby relieved from any liability that might exist otherwise from thus contracting with the company for the benefit of himself or any firm, association, or corporation in which he may in anywise be interested.

ARTICLE XIII - INDEMNITY OF OFFICERS AND STOCKHOLDERS

This corporation shall indemnify and save harmless its officers and stockholders of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment, any liability shall be alleged or imposed upon any of the corporation's officers or

stockholders in behalf of the corporation, and the corporation shall further pay all costs, legal expenses, and any other charges, that said officer or stockholder may incur in the defense of any claim, suit, or action that may be instituted against the said officers or stockholders in their individual capacities it being the purpose and intent that the corporation shall save its officers and stockholders harmless from any action taken by them in its behalf.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 21 day of February, 1995.

Charlotte Suprenant
Charlotte Suprenant

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared Charlotte Suprenant, who is personally known to me or who produced as identification, who signed the forgoing Articles of Incorporation, and she acknowledged to and before me that she signed the said instrument for the purposes therein expressed.

Witness my hand and official seal this 21 day of February, 1995.

Ann P. Curry
(
Notary Public
My Commission Expires:



ANN P. CURRY
MY COMMISSION # CC437142 EXPIRES
JANUARY 22, 1996

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent for said corporation.

Charlotte Suprenant
Charlotte Suprenant