

4/05/95

((H95000003907))

TO:

DEPARTMENT OF
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: PAM CLARK
PHONE: (305) 776-3800
FAX: (305) 776-3825
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

100 E COMMERCIAL BLVD
SUITE 820
FT. LAUDERDALE FL 33308-

((H95000003907))

NAME: WIN NET CORPORATION
FAX AUDIT NUMBER: H95000003907
DATE REQUESTED: 04/05/1995
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TALLAHASSEE, FLORIDA

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CLARK & SCHOLNIK

ARTICLES OF INCORPORATION
OF
WIN NET CORPORATION

ARTICLE I - NAME

The name of this corporation is WIN NET CORPORATION

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 5601 N. Powerline Road, Suite 404, Ft. Lauderdale, FL 33309 and the name of the initial registered agent of this corporation is Thomas M. Clark, Esq. at 2400 E. Commercial Blvd. #820, Ft. Lauderdale, FL 33308

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The name(s) and address(es) of the initial Director(s) of this corporation is/are:

Lord Charles Spencer Churchill
5601 N. Powerline Road #404
Ft. Lauderdale, FL 33309

Prepared By:
Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, FL 33308
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JUL 10 1995

John Nelson
5601 N. Powerline Road #404
Ft. Lauderdale, FL 33309

Paul Roberts
5601 N. Powerline Road #404
Ft. Lauderdale, FL 33309

Sam Weiss
5601 N. Powerline Road #404
Ft. Lauderdale, FL 33309

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

THOMAS M. CLARK, ESQ.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, Florida 33308

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed this Articles of Incorporation on April 5, 1995.



THOMAS M. CLARK, ESQ.

STATE OF FLORIDA
COUNTY OF BROWARD

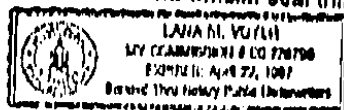
BEFORE ME personally appeared THOMAS M. CLARK, ESQ, to me well known and known to me to be the person described in and who executed the foregoing instrument, and

Prepared By:
Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
2400 E. Commercial Blvd. #820
Ft. Lauderdale, FL 33308
(305) 778-3800
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acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28 day of March, 1995



Lana M. Vutin
NOTARY PUBLIC
My commission Expires:
(Seal)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT WIN NET CORPORATION DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF FT. LAUDERDALE, STATE OF FLORIDA, HAS NAMED THOMAS M. CLARK, ESQ., AT 2400 E. COMMERCIAL BLVD. #820, FT. LAUDERDALE, FLORIDA 33308 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: *Thomas M. Clark*
THOMAS M. CLARK, ESQ.
TITLE INCORPORATOR

DATE: APRIL 5, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: *Thomas M. Clark*
(REGISTERED AGENT)

DATE: APRIL 5, 1995.

Prepared By:
Thomas M. Clark, Esq.
Thomas M. Clark, P.A.
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