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PRESTIGE HALL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. 072100000032

REFERENCE : 623502 7057A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : June 21, 1995

ORDER TIME : 12:34 PM

ORDER NO. : 623502

CUSTOMER NO: 7057A

200001519982

CUSTOMER: Candy Feltner, Legal Asst
LEVY KNEEN WIENER KORNFELD &
DEL RUSSO
Suite 1000
1400 Centrepark Boulevard
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: WINNERS OF JUPITER, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUN 22 1995

FILED
95 JUN 21 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WINNERS OF JUPITER, INC.

FILED
95 JUN 21 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WINNERS OF JUPITER, INC.

The address of the principal office of this corporation shall be 1201 U.S. Highway 1, Suite 24, North Palm Beach, Florida 33408, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Thomas Pucci
Dir.

1201 U.S. Highway 1, Suite 24
North Palm Beach, Florida 33408

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 21, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFELD, & DEL RUSSO

PROFESSIONAL ASSOCIATION

COUNSELORS AT LAW

JAYNE REGISTER BARKDULL
CHRISTOPHER C. COPELAND

J. BARRY CURTIN

ALEXANDER D. DEL RUSSO

JEFFREY S. KNEEN

GAIL L. KORNFELD

JOHN F. MARIANI

DANIEL WIENER

SUITE 1000
1400 CENTREPARK BOULEVARD

WEST PALM BEACH, FLORIDA 33409

H. IRWIN LEVY
OF COUNSEL

TELEPHONE (407) 478-4700
FAX NO. (407) 478-6611

P95000048798

October 3, 1996

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*****35.00 *****35.00

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

RE: Winners, Inc.
Our File No.: 4975.001

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of Articles of Amendment to Articles of Incorporation of Winners of Jupiter, Inc., as well as this firm's check in the amount of \$35.00 to cover your filing fees. This Amendment changes the name of the subject Corporation to Winners, Inc. The name was reserved under reservation number R96000004375.

Please return a stamped-in copy of the Amendment for our Corporate Minute Book.

Should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.

Candy Feltner
Assistant

enc:

cc: Mr. Thomas F. Pucci (w/o enclosure)
John F. Mariani, Esquire (w/o enclosure)

APPROVED
AND
FILED
66
OCT 15 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
R96000004375
P95000048798
NC
10-15-96

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WINNERS OF JUPITER, INC.

1. The name of the Corporation is WINNERS OF JUPITER, INC.
(the "Corporation").

2. Article I of the Articles of Incorporation of the
Corporation is amended to read as follows:

ARTICLE I. NAME

The name of the Corporation shall be WINNERS, INC.
The address of the principal office of this Corporation
shall be 759 Parkway Street, Suite 102, Jupiter, Florida
33477, and the mailing address of the Corporation shall
be the same.

3. This amendment was recommended by the Board of Directors
to the Corporation's Shareholders on August 27, 1996.

4. This Amendment was approved by the Shareholders of the
Corporation on August 27, 1996.

IN WITNESS WHEREOF, the Corporation has caused these Articles
of Amendment to be executed this 27th day of August, 1996.

WINNERS, INC.
(formerly known as WINNERS OF
JUPITER, INC.)

BY: 

THOMAS F. PUCCI, President

APPROVED
AND
FILED
15
1-1-96
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT