

P45000053789

M. DIAZ & ASSOCIATES
3156 S. ORANGE AVE
SUITE E
ORLANDO, FL 32806

DATE 6/23/95

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FLORIDA DEPT. OF STATE
BUREAU OF CORPORATE RECORDS
DIVISION OF CORPORATIONS
P.O. BOX 6327, TALLAHASSEE, FL 32314

GENTLEMEN:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR
S.D. WINNERS, INC. ALONG WITH A CHECK FOR \$ 122.50 FOR
FILING, CERTIFIED COPY, AND REGISTERED AGENT DESIGNATION FEES.

PLEASE SEND ACKNOWLEDGEMENT, ETC. TO:

M. DIAZ & ASSOCIATES
3156 S. ORANGE AVE
SUITE E
ORLANDO, FL 32806

 7/11/95

FILED
JUL 11 1995
TALLAHASSEE, FL

ARTICLE OF INCORPORATION

OF

S.D. WINNER'S, INC.

The undersigned incorporators makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name and Address

The name of this corporation shall be S.D. WINNER'S, INC., and its principal place of business shall be 10216 Comfort Circle, Orlando, Florida 32825, but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II

Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III

Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is FIVE HUNDRED (500) shares of common stock, having ONE DOLLAR par value per share.

ARTICLE V
Initial Registered Agent and Registered Office

The Initial registered agent of this corporation shall be Miguel A. Diaz. The street address of the initial registered office of this corporation is 3156 S. Orange Ave. Suite E, Orlando Florida 32806.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than two (2), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Article of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Simon Antonio Suarez President (Director)	Calle Jose Felix Rivas Edif. Mis Pensamientos Piso 2 of 2. Chacao-Caracas, Venezuela, South America
David Gerena Secretary/Treasurer (Director)	10216 Comfort Circle Orlando, FL 32825

ARTICLE VIII
Incorporators

The names and street addresses of the incorporators are:

Name	Address
Simon Antonio Suarez President (Director)	Calle Jose Felix Rivas Edif. Mis Pensamientos Piso 2 of 2 Chacao-Caracas Venezuela, South America (02)31-67-63/31-68-87
David Gerena Secretary/Treasurer (Director)	10216 Comfort Circle Orlando, FL 32825

ARTICLE IX
Bylaws

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

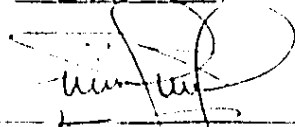
ARTICLE X
Indemnification

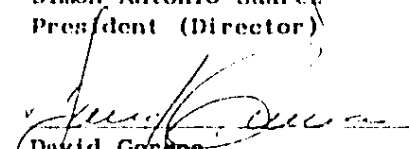
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

IN WITNESS WHEREOF, the Incorporators executed these
Articles of Incorporation this 20TH day of JUNE,
1995.

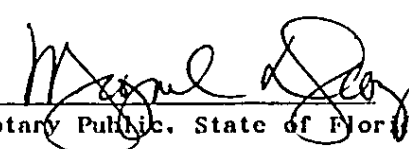

Simon Antonio Suarez
President (Director)

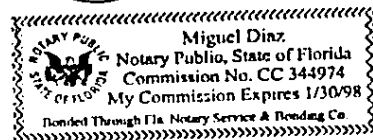

David Gerena
Secretary/Treasurer (Director)

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Simon Antonio Suarez and
David Gerena to me well known and known to me to be the
individuals described in and who executed the above foregoing,
Articles of Incorporation and acknowledged before me that the
above individuals executed the same for the purposes therein
expressed.

WITNESS my hand and official seal in the county and state
named above this 20TH day of JUNE, 1995.

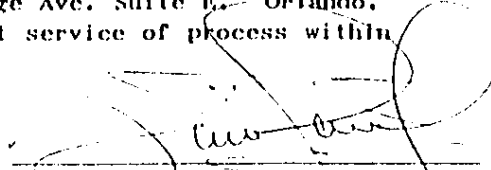

Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In compliance with Chapter 607.034, Florida Statutes, the
following is submitted:

That S.D. WINNER'S, INC., desiring to organize or qualify
under the laws of the State of Florida, with its principal place
of business at City of Orlando, State of Florida, has named
Miguel Diaz, located at 3156 S. Orange Ave. Suite E, Orlando,
Florida 32806, as its agent to accept service of process within
Florida.


INCORPORATOR-Simon Antonio Suarez

Dated: JUNE 20TH, 1995


INCORPORATOR-David Gerena

Dated: JUNE 20TH, 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 agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties.


REGISTERED AGENT- Miguel Diaz

Dated: 6/20/95