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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 653346 81178A

AUTHORIZATION :

Patricia Poynter

COST LIMIT : 9 122.50

ORDER DATE : August 3, 1995

ORDER TIME : 10:50 AM

ORDER NO. : 653346

300001552679

CUSTOMER NO: 81178A

CUSTOMER: Sigrid M. Henshaw, Esq
SIGRID M. HENSHAW, PA

Suite 106
2804 Del Prado Boulevard
Cape Coral, FL 33904

DOMESTIC FILING

NAME: WINTERHAWK CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN AUG - 3 1995

FILED
95 AUG - 3 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WINTERHAWK CORPORATION

FILED
95 AUG -3 PM 2:28
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 this Corporation is WINTERHAWK CORPORATION (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE III - PURPOSE

The Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Three Thousand (3,000) shares of common stock. Such shares shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - INCORPORATOR

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

Rosealie A. Lesser
3816 S.E. 21st Place
Cape Coral, FL 33904

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of two (2) Directors. The number of Directors of the Corporation may be increased in accordance with the Bylaws thereof,

but shall never be less than one (1). The Board of Directors shall designate and elect the Officers of the Corporation. The names and addresses of the initial Directors of the Corporation are as follows:

Robert C. Easterly, Jr.
4425 N. Bay Circle
Ft. Myers, FL 33903

Rosealie A. Lesser
3816 S.E. 21st Place
Cape Coral, FL 33904

**ARTICLE VII - REGISTERED AGENT;
REGISTERED AND PRINCIPAL OFFICE**

The address of the Registered Office and Principal Office of the Corporation in the State of Florida shall be at 3816 S.E. 21st Place, Cape Coral, FL 33904. The mailing address of the Corporation shall be the same as the address of its Registered Office and Principal Office. The name of the Registered Agent of the Corporation at the aforesaid address is Rosealie A. Lesser.


ARTICLE VIII - POWERS

The Officers, Directors and Shareholders of the Corporation shall possess and enjoy all powers allowed by law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

ARTICLE IX - AMENDMENTS

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, is hereby specifically reserved.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation as herein provided under the laws of the State of Florida, does make, subscribe, acknowledge and file the foregoing Articles of Incorporation, and hereby certifies the facts stated therein to be true, all being done as of this 2nd day of August, 1995.

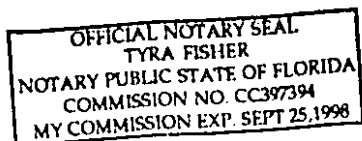

ROSEALIE A. LESSER

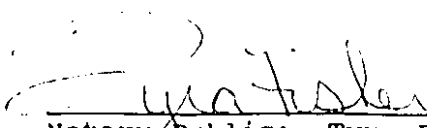
ACKNOWLEDGEMENT

State of Florida)
) ss:
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgements and administer oaths in the State of Florida, personally appeared ROSEALIE A. LESSER, who is personally known to me, as the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged to me that said Articles were executed by her as her voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal as of this 2nd day of August, 1995.




Notary Public: Tyra Fisher
Commission No.: C397394
Commission Expires: 9/25/98

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes Section 48.091, having been named to act as Registered Agent of the Corporation known as WINTERHAWK CORPORATION, does hereby accept the appointment as Registered Agent of said Corporation.

DATED this 2nd day of August, 1995.


ROSEALIE A. LESSER