

P96000051791

TRANSMITTAL LETTER

DATE: MAY 2, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 0327
TALLAHASSEE, FL 32314

500001612163
-05/07/96--01163--003
*****78.75 *****78.75

SUBJECT: WINMAR, CORP.
2521 S.W. 24 COURT
MIAMI, FL 33133

return to

DEAR SIR:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION AND THE
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR FILING, TOGETHER
WITH OUR CHECK IN THE AMOUNT OF \$ 78.75 TO COVER THE FOLLOWING FEES:

FILING FEE	35.00
REGISTERED AGENT	35.00
CERTIFICATE OF STATUS	8.75
TOTAL	78.75

I HAVE ALSO ENCLOSED AN ADDITIONAL COPY OF THE ARTICLES OF
INCORPORATION WHICH I WOULD APPRECIATE HAVING CERTIFIED AND RETURNED TO
THE ABOVE ADDRESS.

SINCERELY YOURS,


RAFAEL REYES

ENCLOSURES

FILED
MAY 13 PM 12:19
TALLAHASSEE, FLORIDA

MAY 13 1996 BSB
W96-10154
502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1996

RAFAEL REYES
2521 S.W. 24 COURT
MIAMI, FL 33133

SUBJECT: WINMAR, CORP.
Ref. Number: W96000010154

We have received your document for WINMAR, CORP. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00023705

TRANSMITTAL LETTER

DATE: JUNE 10, 1986

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: CORPORATION FILING - CREDIT ON FILE
WINMAR ENTERPRISES, CORP.
2521 S.W. 24 COURT
MIAMI, FL 33133

DEAR SIRs:

PLEASE NOTE THAT ON MAY 7TH, 1986 WE SENT OUR ARTICLES OF INCORPORATION AND THE DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR FILING BUT THE NAME WE HAD CHOSEN FOR THE CORPORATION WAS ALREADY IN USE. YOUR OFFICE CURRENTLY HAS A CREDIT IN THE AMOUNT OF \$78.75 FOR FILING FEE, REGISTERED AGENT DESIGNATION, AND CERTIFICATE OF STATUS FOR OUR ACCOUNT WHICH WE WOULD LIKE TO APPLY TO THIS FILING ENCLOSED.

I HAVE ALSO ENCLOSED AN ADDITIONAL COPY OF THE ARTICLES OF INCORPORATION WHICH I WOULD APPRECIATE HAVING CERTIFIED AND RETURNED TO THE ABOVE ADDRESS.

SINCERELY YOURS,



RAFAEL REYES

ENCLOSURES

95 JUN 18 PM 12:19

STATE OF FLORIDA
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
WINMAR ENTERPRISES, CORP.**

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **WINMAR ENTERPRISES, CORP.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 2521 S.W. 24 Court, Miami, Florida 33133 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The names and street addresses of the incorporators of this corporation are:

Rafael Reyes - 2521 S.W. 24 Court, Miami, FL 33133
Margaret Reyes - 2521 S.W. 24 Court, Miami, FL 33133

ARTICLE 5 - OFFICERS

The initial President of the corporation shall be Rafael Reyes.
The initial Vice-President of the corporation shall be Margaret Reyes.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$ 1.00).

6.2 No holder of share of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this corporation is 2521 S.W. 24 Court, Miami, FL 33133. The name and address of the registered agent of this corporation is Rafael Reyes, 2521 S.W. 24 Court, Miami, FL 33133.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

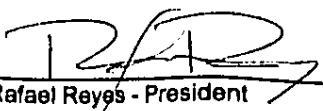
ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of June, 1996.



Rafael Reyes - President



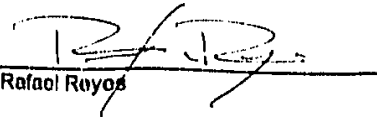
Margaret Reyes - Vice President

95 JUN 18 PM 12:19

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

STATE
TALLAHASSEE, FLORIDA

Rafael Reyes having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Rafael Reyes