

Network Consultants • Customized Software • Computer Sales • Leasing • Financial Planning • Computerized Accounting • Marketing & Research *8(a) Certified*

1912 14th St. • Miami, Florida • Ph (305) 628 2655 • Fax (305) 628 3678 • National (800) 336 1878

June 19, 1996

Florida Department of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

000000118772.2340
-06/25/96---01125---0115
****245.00 ****122.50

Re: ARTICLES OF INCORPORATION

Dear Sir/Madam:

I am submitting to your office two copies (an original and one copy) of articles of Incorporation for Wingout of Florida, Inc.

I have enclosed a check for \$122.50 and do request a copy of the Articles.

Thank you for your assistance in this matter.

Donald F. Cook
President

DFC/sb

FILED
JUN 24 PM 9:29
TALLAHASSEE, FLORIDA

6/26/96
JD

ARTICLES OF INCORPORATION
OF
WINGOUT OF FLORIDA, INC.

(I), (WE), the undersigned, hereby associated together for the purpose of becoming a Corporation under the laws of the State of Florida, and for the formation, liabilities, rights, privileges and immunities of a Corporation FOR PROFIT.

ARTICLE I

The name of the Corporation shall be: WINGOUT OF FLORIDA, INC.. Its principal business shall be carried on at: 3932 N.W. 167TH STREET, MIAMI, FLORIDA 33054, and such other places or points in the State of Florida, and the United States and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by this Corporation is as follows:

Section I

To conduct a general business in any activity allowed by law.

Section II

To engage in any lawful activities including the purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and choices in action, either as owner, broker, agent or factor.

Section III

To engage in the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business affairs, and without limit as to the amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants, debenture, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

Section VI

This Corporation shall have all the general powers together with all of the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers

in carrying out the foregoing owners

Section V

The foregoing clauses shall be construed both as objects and powers, but not recitation, expression or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared that other lawful powers not inconsistent therewith be hereby included.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 7,500 shares of \$1.00 par value.

ARTICLE IV

This Corporation shall do business with a capital of not less than Five Hundred (\$500.00) dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The principal office address of this Corporation shall be located at: 3932 N.W. 167TH STREET, MIAMI, FLORIDA 33054 in DADE COUNTY and it may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the first Board of Director(s) of this Corporation, who shall hold office until the organization meeting of this Corporation and until the organizational meeting of this Corporation and until their successors are elected, and have qualified are:

CARMEN McDONALD 21110 N.W. 39TH AVENUE
PRESIDENT MIAMI, FLORIDA 33054

DERRICK WEBB
VICE-PRESIDENT

607 41ST STREET
FAIRFIELD, AL 35203

DYNNEL M. SMITH
TREASURER

607 41ST STREET
FAIRFIELD, AL 35203

DONALD F. COOK
SECRETARY

21110 N.W. 39TH AVENUE
MIAMI, FLORIDA 33054

ARTICLE IX

The Registered Agent of this Corporation shall be: DONALD F. COOK, whose address is: 21110 N.W. 167TH STREET, MIAMI, FLORIDA 33054.

ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>SHARES:</u>
CHEM, INC.	21110 N.W. 39TH AVE MIAMI, FLORIDA 33054	3,825
WINOUT, INC	2149 BESSEMER ROAD BIRMINGHAM, AL 35208	2,250
PROMPT TECH, INC.	3932 N.W. 167TH STREET MIAMI, FLORIDA 33054	1,425

The subscribers to the above stock do hereby certify that the above subscription amounts to be at least \$500.00 and that said sum has been paid to the Corporation.

ARTICLE XI

The provisions of this Chapter, and each and every Article and Sections hereof, and the By-laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation dealing with this Corporation is hereby charged with knowledge and notice.

IN WITNESS WHEREOF, I hereunto set my hand and seal this 19TH day of , June 1996.



DONALD F. COOK
SECRETARY

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

In pursuant of Chapter 48091, Florida Statutes, the following is submitted in compliance
with the said Act.

WINGOUT OF FLORIDA, INC., organizing under the State of Florida, with its principal
office at: 3932 N.W. 167TH STREET, MIAMI, FLORIDA 33054, as also indicated in the
Articles of Incorporation at CITY OF MIAMI, COUNTY OF DADE, STATE OF
FLORIDA, has named DONALD F. COOK, as its Agent to accept service of process within
this state, whose address is: 21110 N.W. 167TH STREET, MIAMI, FLORIDA 33054.

ACKNOWLEDGEMENT (Must be signed by Designated Agent)

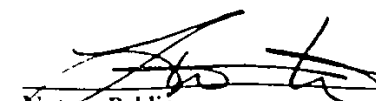
having been named to accept service of process for the above stated Corporation, at the
place designated in this certificate, I hereby accept, to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.

By: 
DONALD F. COOK, Registered Agent

STATE OF FLORIDA)
)
) ss
COUNTY OF)

I HEREBY CERTIFY that on this day, personally appeared before me the
undersigned Notary Public, DONALD F. COOK, well known and known to be the person
described in and who executed and subscribed to the foregoing Articles of Incorporation and
he acknowledged before me that he executed and subscribed to the same for the same
purposes therein expressed.

WITNESS my signature and official seal at MIAMI, said County of DADE, the 19TH
day of June, 1996.


Notary Public

My Commission Expires:
I.D. Presented: _____

