P960000 59792

TRANSMITTAL LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 SUBJECT: THE WINSAND 91 9ROUP

(Proposed corporate name - must include suffix) 300001894563 -07/16/96--001 ******1.00 ******1.00 SIDDOO1894568 -07/16/96--01096--002 ****122.00 ****122.00 Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$70.00 \$78.75 1 \$122.50 \$131.25 Filing Fee & Certificate Filing Foe Filing Fee, Certified Copy Filing Foe & Cartified Copy & Certificate Additional Copy Required The WINSANDGI GROUP
Name (printed or typed) FROM: 9655 5. DIXIE HWY #209 MIAMI FL 33/56
City, State & Zin 305- 669-6117 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE NAME

The name of the corporation shall be:

THE WINSANDGI GROUP INC.

ARTICLETI PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

THE WINSANDGI GROUP INC.

DADE LAND PROFESIONAL BLDG.

SUITE 209

9655 SOUTH DIXIE HWY

MIAMI FLORIDA

33156

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1.000 SHARES VALUE: 10.000\$

GINA ESTRADA LIC: 23628090478220, - 500 SHARES - 5.000\$

PEDRO FUENMAYOR VARELA. PASSPORT 0358287, - 300 SHARES - 3.000\$
ANTONIO MENNILLO VERA PASSPORT A222945, - 200 SHARES - 2.000\$. His here by under stood and unanimons by agreed by the under signed that the paidin capital of the company maybe be in creased up to U.S. \$100.000-but not before I year as of the date of the incorpora-ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS tions.

The name and address of the initial registered agent is:

REGISTERED DESIGNATED AGENT

MRS GINA ESTRADA

FLA DRIVER LICENSE No. 23628090478220

DADELAND PROFESIONAL BLDG

SWITE 209

9655 SOUTH DIXIE HWY

MIAMI FLORIDA

33156

ARTICLE V INCORPORATOR(S) See Instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of incorporation is(are): 1.- PRIVILEGED & CONFIDENTIAL, 2.- were proposed who company will engage primarily in brokersge of financing activities 1. December the december of financing activities 1. December the december of financing activities 1. December the december of financing activities 1. December of financing credit cards, collections reputable banks. Creeke the december of the major and if necessary thru the vote of the majors by of the stockholders at least 51% of the votes it will up on agreement of the majority engage in any other type of business as long as it is legal and permisable and all governamental authorizations are properly achieved and executed. 3.- TOBE DECIDED ON THE FIRS BOARD MEETING IMMIDIATILY AFTER THE INCORPORATIONS. 4.- TOBE DECIDED ON THE FERS BOARD MEETING IMMIDIATILY AFTER THE INCORPORATIONS, 5.- U.S. \$10.00 (TEN U.S. DOLLARS) 6.- TOBE DECIDED AND AGREED UP ON THE STOCKHOLDERS. 7.- NOT NECESSARY FOR NOW. NOTE:

To stockholders. It is wise to agree upon all stockholders that the "Seal of the Company" must be utilized on all pertaining inportant documentation. This is for security reasons.

Incorporatori Gina Estrada 9655 South Dixie Huy Sice 209 Miami, FL 2219

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

lex day of ___ 15 ,19 96.

(An additional article must be added if an effective date is requested.)

PV: 0358287 Vice ficsident to becefacy

222945 - Treasure.

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607,0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:	The Windandge grant clac.
2. The name and address of the regis	stered agent and office is:
611	VA ESTRADA
9655 (P.O. Bo	S.DIXIE HWY Quite 209
Mia	100 F 33156

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(SIGNATURE) 7/15/96
(DATE)

Gina Est Request	
Miami FC Clty/Slate/Zlp	1/43 Not 17 No # 1/14 Address 2 3 1 86 Phone # Office Use Only TE(S) & DOCUMENT NUMBER(S), (if known):
2. (Corporation 3. (Corporation	#####################################
4(Corporation	ck up time Certified Copy
Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/ Director Change of Registered Agent Dissolution/Withdrawal Merger
Annual Report Fictitious Name Name Reservation	Foreign Limited Partnership Reinstatement Trademark Other Limited Partnership

Examiner's Initials

CR2E031(1/95)



96 KOV 18 PM12: 10

FLORIDA DEPAR Sandra B. Mortham Secretary of State

November 8, 1996

Gina Estrada 9601 SW 142nd Avenue Sulto 1114 Miaml, FL 33186

SUBJECT: THE WINSANDGI GROUP INC. Ref. Number: P96000059792

We have received your document for THE WINSANDGI GROUP INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Since the corporation did not list officers in the Articles of Incorporation, the corporation should file Articles of Amendment to its Articles of Incorporation. Article VI should be added to show the officers and/or directors, along with their addresses. Enclosed are guidelines on filing an amendment.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson Corporate Specialist Supervisor

Letter Number: 096A00051289

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DIVISION OF CORPORATIONS
96 NOV 18 PHIZ: 10

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

Acticle Six. OfficeR

PEDRO FUEN MAYOR — PRESIDENT

FEDRO FUEN MAYOR — VICE PRESIDENT

FEDRO FUEN MAYOR — SECRETARY Agisht

FEDRO FUEN MAYOR — TREASURER

ANTONIO MENNILLO — TREASURER

ARTICLE FOUR - Register NAME AGENT

MR PEDRO FUEN MAYOR

ANDRESS 9601 S. W 142 ANE # 409

MIAMILIFE 33186

PH 305-383-8439-OFFICE 669-6117

(305)669-2825

Ascepted Classification as . Sheft fairnips of and only

Register agent

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD	The date of each amendment's adoption: (20 folia), 29 06
FOURTI	Adoption of Amendment(s) (CHECK ONE)
צ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were an fleient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must in imparately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approved by
	voting group
C	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
C	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this
	the shareholders) OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	TEDRO FUEL MAYOR Typed or printed name
	- TRESIDENT, VICE PRESIDENT, SECRETARY

f)LEŠ (dEx) Title