

196000080560

John H. Wilson
Requestor's Name
1035 South Federal Hwy
Address
Suite 209
Delray Beach FL
City/State/Zip
Phone #
33483

200001949572
-09/17/96--01150--003
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Wintegrity Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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96 SEP 30 AM 9:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96-19625
SEP 18 1996 BSB
615

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1996

JOHN H. WILSON
1035 SOUTH FEDERAL HIGHWAY
SUITE 209
DELRAY BEACH, FL 33483

SUBJECT: WINTEGRITY CORP.
Ref. Number: W96000019625

We have received your document for WINTEGRITY CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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: 196A00043179

CERTIFICATE OF INCORPORATION
OF
Wintegrity Corp.

FILED
96 SEP 30 AM 9:39 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Name.**

The name of the Corporation is Wintegrity Corp..

2. **Principal Office and Registered Agent.**

Its registered office in the State of Florida is 4477 Woodfield Blvd. in the City of Boca Raton, County of Palm Beach. The name of its registered agent at such address is John H. Wilson.

3. **Purposes.**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. **Capital Stock.**

The total number of shares of capital stock that the Corporation shall have authority to issue is 14,000,000, all of which are to be common stock with no par value.

5. **Incorporator.**

The name and mailing address of the incorporator is: John H. Wilson, 1035 South Federal Highway, Suite 209, Delray Beach, Fl., 33483.

6. **Existence.**

The Corporation is to have perpetual existence.

7. **Liability of Stockholders.**


The private property of the stockholders shall not be subject to the payment of corporate debts.

8. **Management.**

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.


John H. Wilson
The registered agent hereby accept duties
and responsibilities as registered agent.

- 2 -

County of Polk (Burl)

BE IT REMEMBERED that on this John Wilson personally came before me, a Notary Public for the State of Florida, John H. Wilson, ^{Notary} to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief. DDX#W425-468-47-099-0

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Carol Gavel
Notary Public

My commission expires:

1/17/2000



CAROL W. GAVEL
STATE OF FLORIDA
My Comm Exp 1/17/2000
BONDED
Comm. # 00 826-386

5/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:23 AM

P96000080560

((H97000008011 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: WINTEGRITY CORP.

AUDIT NUMBER.....H97000008011

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

* ENTER 'M' FOR MENU. **

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help F1 Option Menu F2

NUM

Connect: 00:20:37

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97 MAY 30 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
Articles
w/ Name Change
6-2-97 DC

5/29/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:23 AM

((H97000008011 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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FAX #: (305)541-3770

JAMB: WINTEGRITY CORP.

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Connect: 00:20:37

W97-12561



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 28, 1997

WINEGRITY CORP.
4477 WOODFIELD BLVD
WEST PALM BEACH, FL 33483

SUBJECT: WINEGRITY CORP.
REF: P96000080560

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H9700000811
Letter Number: 997A00029167

H97000008811

FILED
97 MAY 30 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RESTATED
ARTICLES OF INCORPORATION
OF
WINTEGRITY CORP.

WINTEGRITY CORP., through its undersigned Chairman and Chief Executive Officer, hereby files these Restated Articles of Incorporation. The undersigned, a natural person of at least eighteen years of age, hereby certifies that the shareholders and directors of Winegrity Corp. adopted, by unanimous written consent, the following Restated Articles of Incorporation:

ARTICLE I

The name of the corporation is, from the date of filing of these Restated Articles of Incorporation, WinVista Corporation.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the 16th day of September, 1996, the date of the filing of the original Articles with the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

This Corporation is authorized to issue Fourteen million (14,000,000) shares of common stock, \$.001 par value, which shall be designated "Common Shares".

Prepared by:
Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
FL Bar # 321842
(305) 374-0801

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ARTICLE VI

This corporation shall have not less than two (2) directors nor more than fifteen (15) directors. The number of directors may be either increased or diminished from time to time, in accordance with the By-Laws but shall never be less than two (2). The names and addresses of the persons who are to serve as directors, President and Secretary until their successors are elected and shall qualify are:

John H. Wilson	-	Chairman/Chief Executive Officer/ and President
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

Steven Tislons	-	Vice-President/Secretary
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

Peter Wardel	-	Chief Financial Officer/Director
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

Gary Kaufman	-	CFO/Director
1035 S. Federal Highway		
Suite 209		
Delray Beach, Florida 33483		

ARTICLE VII

The principal place of business and mailing address of this corporation is:

1035 S. Federal Highway
Suite 209
Delray Beach, Florida 33483

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Prepared by:
Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
FL Bar # 321842

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ARTICLE VII

The name and address of the Registered Agent and initial registered office are:

Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, Florida 33131

ARTICLE IX

The by-laws of the corporation may be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-laws adopted by the shareholders if the shareholders specifically provide that such by-laws are not subject to amendment or repeal by the directors.

ARTICLE X

Section 1. Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, demand, action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise. Such indemnification shall be against expenses, including, without limitation, attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such claim, demand, action, suit, or proceeding, including any appeal of such action, suit or proceeding, if he or she acted in good faith or in a manner he or she reasonably believed to be in the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made with respect to any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification under this article shall be made only on a determination by a majority of disinterested directors or upon the approval of

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Prepared by:
Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
FL Bar # 321842

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a majority shareholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any claim, demand, action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification may be paid by the corporation in advance of the final disposition of any claim, demand, action, suit, or proceeding, on a preliminary determination that the director or officer met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this article.

Section 2. Directors and Officers Insurance

The corporation shall have power to purchase and maintain insurance on behalf of any person who was or is a director or officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles or under the law.

DATED 28 day of May, 1997.

IN WITNESS WHEREOF, the undersigned executed these Restated Articles of Incorporation this 28 day of May, 1997.


John H. Wilson
Chairman/Chief Executive Officer

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BE IT KNOWN that on the 28 day of May, 1997, before me, a Notary Public in the State of Florida, County of Dade, personally appeared John W. Wilson, who is

Prepared by:
Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
FL Bar # 321842

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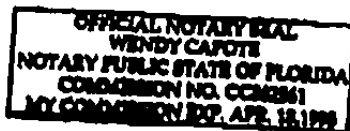
personally known to me or who produced his FLA DRIVER LICENSE as identification, has been shown to be the person described in and who executed the foregoing Restated Articles of Incorporation of Wintegrity Corp. and he acknowledged before me that he executed the same for the purposes therein expressed as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office this day and year last above written.



Notary Public, State of
Florida at Large

My commission expires:



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Prepared by:
Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
FL Bar # 321842

00'd 70101

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

WINTTEGRITY CORP., desiring to organize under the laws of the State of Florida, hereby designates Mark J. Bryn as its registered agent and 2 South Biscayne Boulevard, Suite #3599, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Mark J. Bryn

Prepared by:
Mark J. Bryn
2 S. Biscayne Blvd.
Suite 3599
Miami, FL 33131
FL Bar # 321842

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