

Winn & Cleary  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NOLAN S. WINN, EA.  
LICENSED IN FLORIDA  
AND LOUISIANA  
CERTIFIED AGENT  
SCOTT W. CLEARY, EA.

1101 CARMICHAEL AVENUE  
SUITE 137  
JACKSONVILLE, FLORIDA 32207

TELEPHONE  
(904) 308-5522  
FAX (904) 308-7703

P96000081152

September 3, 1996

Florida Dept. of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700001941497  
-09/06/96--01067--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Trade Winns, Inc.

Dear Sir,

Enclosed please find the Articles of Incorporation and Designation of Registered Office and Registered Agent for service of process as well as our firm's check in the amount of \$122.50 in payment of filing the Articles and Designation of a Registered Agent as well as a certified copy of the same to be returned to my office.

Should you have any questions, please do not hesitate to contact me.

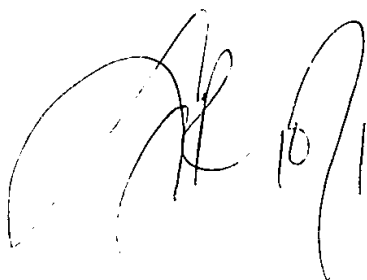
Sincerely,

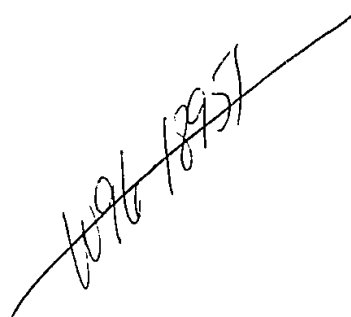
  
Nolan S. Winn

NSW/iat

Enclosures

96 OCT -1 PM 3:26







FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 10, 1996

WINN & CLEARY  
% NOLAN S. WINN  
4161 CARMICHAEL AVENUE, SUITE 137  
JACKSONVILLE, FL 32207

SUBJECT: TRADE WINNS, INC.  
Ref. Number: W96000018951

We have received your document for TRADE WINNS, INC. 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 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) 437-6934.

Loria Poole  
Corporate Specialist

Letter Number: 096A00042046

**WINN & CLEARY**  
ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NOLAN S. WINN, P.A.  
LICENSED IN FLORIDA  
AND LOUISIANA  
CERTIFIED MEDIATOR  
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4101 CARMICHAEL AVENUE  
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TELEPHONE  
(904) 398-5522  
FAX (904) 308-7703

September 26, 1996

Ms. Loria Poole  
Florida Dept. of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

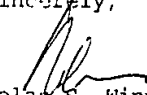
RE: Trade Winns of Duval County, Inc.

Dear Ms. Poole:

Enclosed is the resubmission of the Articles of Incorporation and Designation As Registered Agent for Trade Winns of Duval County, Inc. I understand from your conversation with Ms. Beverly Troy Winn that the change of name is acceptable to the Department of State.

Please return a certified copy of the Articles and should you have any questions, please contact me.

Sincerely,

  
Nolan S. Winn

NSW/lat

Enclosures

FILED  
96 OCT - 1 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
TRADE WINNS OF DUVAL COUNTY, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Trade Winns of Duval County, Inc. and its principal place of business is located at 3564 St. Augustine Road, Jacksonville, Florida 32207.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any all lawful business permitted under the laws of the State of Florida or any other State and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing upon filing of these Articles with the Department of State.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 4161 Carmichael Ave. Ste.137 Jacksonville, Florida 32207,

and the name of the initial registered agent of this corporation is Nolan S. Winn. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Winn	930 Waterman Road N. Jacksonville, FL 32207
Reverly Troy Winn	930 Waterman Road N. Jacksonville, FL 32207

#### ARTICLE VII

##### INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Winn	930 Waterman Road N. Jacksonville, FL 32207

#### ARTICLE VIII

##### AMENDMENTS

These Articles of the Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may

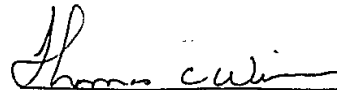
prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

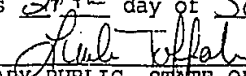
PRE-EXEMPTIVE RIGHTS

Each shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rata share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set my hand and affixed my seal this 24th day of September, 1996.

 (SEAL)  
Thomas C. Winn, Incorporator

SWORN TO AND SUBSCRIBED BEFORE ME  
This 24th day of September, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA



LINDA TOFFOLON  
My Commission CC572751  
Expires Oct. 20, 1998

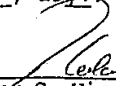
\_\_\_\_\_  
PRINTED NAME OF NOTARY  
My Commission Expires: \_\_\_\_\_  
 Personally Known OR  
\_\_\_\_\_  
Produced Identification  
Type of Identification Produced  
\_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Trade Winns of Duval County, Inc. desiring to organize under the laws of the State of Florida with its initial principal office, as designated in the Articles of Incorporation, being located at 3564 St. Augustine Road, Jacksonville, Florida 32207, has designated Nolan S. Winn as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 4161 Carmichael Avenue, Suite 137, Jacksonville, Florida 32207.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial registered agent for the service of process within the state of Florida upon Trade Winns of Duval County, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such registered agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48-091(2) relative to keeping open the registered office of said corporation, which registered office is located at 4161 Carmichael Avenue, Suite 137, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, the said registered agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on the 24th day of September, 1996

  
Nolan S. Winn, Registered Agent

FILED  
3:26  
OCT - 1 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA