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Marci A. Rubin, Attorney at Law, P.A.  
A General and Corporate Practice

January 14, 1997

97 JAN 21 PM 2:50  
TALLAHASSEE FLORIDA  
STATE

Sharon Tala  
Department of State, Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Win Win Associates, Inc. - Incorporation

Dear Ms. Tala:

Please find the enclosed two copies of the Articles of Incorporation for the above proposed Florida corporation. Also, enclosed is the registered agent appointment and acceptance along with a check in the amount of \$122.50 as required for the filing and certified copy of the articles.

Your prompt attention is greatly appreciated in the filing of these documents. Please send back the certification to my offices as soon as possible. If you have any questions, please feel free to contact me at your convenience.

Very truly yours,

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BY: Marci A. Rubin  
MARCI A. RUBIN, ESQUIRE

MAR:jj:a:/dsk6/winwin.inc

PK 1/27/97

1451 W. Cypress Creek Road, Suite 300 • Ft. Lauderdale, Florida 33309  
(954) 489-2722 • Facsimile (954) 489-6472

**ARTICLES OF INCORPORATION**

**OF**

**WIN WIN ASSOCIATES, INC.**

**FILED**

97 JAN 21 PM 2:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:*

**ARTICLE I**

The name of this corporation shall be is Win Win Associates, Inc.

**ARTICLE II**

The initial principal office and mailing address of this corporation shall be :1623 Coral Ridge Drive, Coral Springs, Florida 33071. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The name of the initial Registered Agent at the above address is: Timothy J. Willey.

**ARTICLE III**

This corporation shall have perpetual existence unless dissolved according to law.

**ARTICLE IV**

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

(a) To carry on general business services and products in various industries including, but not limited to, video production, media consulting, flight school, wedding solutions, and computer solutions, generally without limitation as to class of products, services and merchandise within the United States.

(b) To borrow and raise monies for any of the purposes of the corporation and to generally make

and perform contracts of any kind or description for the purpose of attaining any of the objects of the corporation.

(c) To do, transact and perform any and all forms of business and activities that can legally be performed and transacted in the State of Florida, the United States of America and any other country in the world.

#### ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock. Said shares of common stock having a par value of One and 00/100 Dollar (\$1.00) each. The shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof in accordance with the By-Laws of the corporation as the corporation may, from time to time, make; and all of said shares shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services may be purchased or paid for with the capital stock of the corporation at a just valuation.

#### ARTICLE VI

The amount of capital with which this corporation shall begin business shall not be less than One Hundred and 00/100 Dollars (\$100.00).

#### ARTICLE VII

The name and street address of the incorporator to these articles of incorporation is: Timothy J. Willey, 1623 Coral Ridge Drive, Coral Springs, Florida 33071.

#### ARTICLE VIII

The corporation shall maintain a Board of Directors. The number of directors may be increased or decreased from time to time by and through the BY LAWS, but the number of directors shall never be less than one. The Power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Stockholders.

The corporation shall have two directors initially. The first Board shall be comprised of the following members:

Timothy J. Willey and Julie A. Willey, both who reside at 1623 Coral Ridge Drive, Coral Springs, Florida 33071.

**ARTICLE IX**


The names, positions and post office addresses of the Officers of the corporation are as follows:

***President: Timothy J. Willey, 1623 Coral Ridge Drive, Coral Springs, Florida 33071.***

***Vice President, Secretary and Treasurer: Julie A. Willey, 1623 Coral Ridge Drive, Coral Springs, Florida 33071.***

***The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholder(s) are subject to this reservation.***

IN WITNESS WHEREOF, the undersigned Incorporator, being the same person named in Article VII above, and in evidence of his desire to form this corporation, does hereto subscribe his or her name, this 9<sup>th</sup> day of JANUARY, 1997.

BY:   
SIGNATURE OF INCORPORATOR  
TIMOTHY J. WILLEY  
PRINT NAME

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

**FILED**

97 JAN 21 PM 2:50

**FOR**

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**WIN WIN ASSOCIATES, INC.**

Pursuant to the provisions of F.S. 607.0501, Win Win Associates, Inc., a corporation herein organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent in the State of Florida.

1. The name of the corporation is Win Win Associates, Inc.
2. The name of the registered agent is Timothy J. Willey
3. The office address of the registered agent is 1623 Coral Ridge Drive, Coral Springs, Florida 33071.

**ACCEPTANCE**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Signed and accepted this 9<sup>th</sup> day of January, 1997.

BY:

Timothy J. Willey  
TIMOTHY J. WILLEY