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FLORIDA DEPARTMENT OF STATE
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February 5, 1997

RF: Winner Trading Company

Dear Sir/Mam:

Enclosed you will find the original Articles of Incorporation of the above styled corporation, a copy of the same, and my check in the amount of \$122.50 representing filing fee.

Please have the Articles filed and remit a certified copy in the stamped, self-addressed envelope provided.

Thank you in advance for your prompt attention and cooperation in this matter.

Sincerely,


HARVEY D. ROGERS, ESQ.

HDR/mtp
Enclosures

**ARTICLES OF INCORPORATION
OF
WINNER TRADING COMPANY**

ARTICLE I

The name of this Corporation: **WINNER TRADING COMPANY.**

ARTICLE II

This Corporation is organized for the purpose of transacting and to engage in any activity or business permitted under the laws of the State of Florida and The United States of America.

ARTICLE III

This Corporation is authorized to issue 7,500 shares of common stock of One (\$ 1.00) Dollar par value. No other class of stock is authorized.

ARTICLE IV

The principal office, mailing address and initial registered office of this Corporation is: 1401 N.W. 17th. Avenue Miami, Florida 33125-2322, and the name of the initial registered agent of this Corporation, at the above address is: **Joe W. Pita.**

ARTICLE V

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation. However, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a majority vote of the shareholders of this Corporation.

ARTICLE VI

This Corporation shall have One (1) Director(s) initially, but the number may be either increased or decreased by its By-Laws, but shall never be less than One (1). The names and addresses of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Joe W. Pita	1401 N.W. 17th. Avenue Miami, Florida 33125-2322

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name(s) and address(es) of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Joe W. Pita	1401 N.W. 17th. Avenue Miami, Florida 33125-2322

ARTICLE VIII

The names and addresses of the initial Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Joe W. Pita	1401 N.W. 17th. Avenue Miami, Florida 33125-2322	Pres/Sec

ARTICLE IX

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, and its amendments and modifications thereof. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the By-Laws of this Corporation in compliance with the Florida General Corporation Act.

ARTICLE X

The Corporation shall indemnify all Officers or Directors, or any former Officer or Director, to the full extent permitted by law for all acts done or made on behalf of the Corporation.

ARTICLE XI

The Board of Directors of the Corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any and all of the property and assets of the Corporation for the purpose of securing the payment or performance of any obligation of the Corporation, without obtaining prior Shareholder approval of any and each such transaction by the vote or written consent of the holders of one hundred (100) percent of the shares of the Corporation entitled to vote thereon and not otherwise.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of January, 1997.



Joe W. Pita

. STATE OF FLORIDA }
 } S.S.
COUNTY OF DADE }

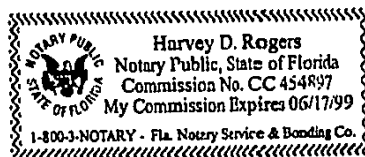
Sworn to and subscribed before me this 24th day of June,
1997, by: Joe W. Pita, who did/did not take an oath.



Notary Public - State of Florida

My Commission Expires On: _____

Personally Known: / OR Produced Identification: _____
Identification Produced: _____



ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that **WINNER TRADING COMPANY**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Dade County, State of Florida, has named **Joe W. Pita**, as its resident agent for the Corporation which is located at: 1401 N.W. 17th. Avenue Miami, Florida 33125, as its agent to accept service of process within this State.

WINNER TRADING COMPANY



Joe W. Pita

Title: President

Dated: 1/24/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.



Joe W. Pita

Dated: 1/24/97

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TALLAHASSEE, FLORIDA