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ACCOUNT NO. : 072100000032

REFERENCE : 282197 80891A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 5, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 282197-005

CUSTOMER NO: 80891A

CUSTOMER: Bryan A. Kutchins, Esq
KUTCHINS BISHOP & SCHUTLZ, PA

P. O. Box 1063

Oldsmar, FL 34677

000002105240-18
-03/05/97-01101--008
****122.50 ****122.50

DOMESTIC FILING

NAME: ALL WINNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

K.R. MAR - 5 1997

FILED
97 MAR - 5 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
56 MAR - 5 PM 11:35

Kutchins, Bishop & Schultz P.A.
Attorneys & Counselors at Law

BRYAN A. KUTCHINS*
ROBERT C. BISHOP*
GREGORY G. SCHULTZ, LL.M.*

3974 TAMPA ROAD
OLDSMAR, FLORIDA 34677

(813) 855-4663
FAX 813-855-4893

*ADMITTED FLORIDA & MICHIGAN BAR

MAILING ADDRESS:
P.O. BOX 1063
OLDSMAR, FLORIDA 34677

Over 60 Years of Combined Law Practice

March 4, 1997

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

RE: Filing Articles of Incorporation for **ALL WINNERS, INC.**

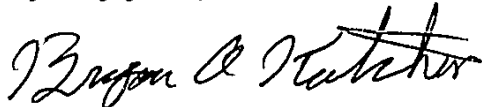
Gentlemen:

Enclosed are the Articles of Incorporation for a corporation to be incorporated as **ALL WINNERS, INC.** Enclosed is our check in the amount of \$122.50 representing the following:

Filing Fees	\$35.00
Designation of Registered Agent	35.00
Certificated Copy of Articles	<u>52.50</u>
	\$122.50

If you have any questions, please feel free to contact me at (813) 855-4663.

Very truly yours,



Bryan A. Kutchins, Esquire
KUTCHINS, BISHOP & SCHULTZ, P.A.

BAK/rw
Enclosures

**ARTICLES OF INCORPORATION
OF
ALL WINNERS, INC.**

97 MAR -5 PM 3:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby
forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

ALL WINNERS, INC.

ARTICLE II - ADDRESS

The principal address of the corporation shall be:

850 Dunbar Avenue
Oldsmar, Florida 34677

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSES

The general character or nature of the business to be transacted by this
Corporation is to do any and all legal acts as permitted under the laws of the
United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 7500 shares of voting common stock, each having the par value of \$1.00.

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

NAME	ADDRESS
Bryan A. Kutchins, Esq.	3974 Tampa Road Oldsmar, FL 34677

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member:

NAME	ADDRESS
Bruce Swain	850 Dunbar Ave. Oldsmar, FL 34677

ARTICLE VIII - INCORPORATOR

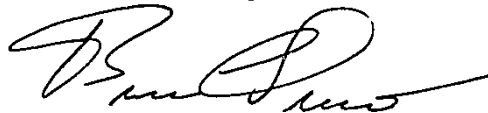
The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
Bruce Swain	850 Dunbar Ave. Oldsmar, FL 34677

ARTICLE IX - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of March, 1997.



BRUCE SWAIN, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared and personally known to me, BRUCE SWAIN, who acknowledged to me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of March, 1997.



Notary Public, State of Florida

My Commission Expires:



Rand Warner
My Commission CC684068
Expires Sep. 10, 2000

DEPARTMENT OF STATE

Certificate designating place of business or domicile for the Service of Process within this State, Naming Agent upon whom Process may be served.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

ALL WINNERS, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 850 Dunbar Avenue, Oldsmar, Florida 34677, County of Pinellas, State of Florida, and names Bryan A. Kutchins, Esq., 3974 Tampa Road, Oldsmar, Florida 34677, County of Pinellas, State of Florida, as its agent to accept service of process with the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Bryan A. Kutchins, Registered Agent

Filing Fee: \$122.50

AFFIDAVIT:

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared BRYAN A. KUTCHINS, who is personally known to me, and who, being duly sworn, deposes and says that he executed the foregoing instrument for the purposes expressed therein.

SWORN TO and subscribed before me this 4th day of March, 1997.


Notary Public, State of Florida

My commission expires:



Randi Warner
My Commission CC584088
Expires Sep. 10, 2000

FILED
97 MAR -5 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA