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LAW OFFICES  
S. CRAIG WAKEFIELD  
PROFESSIONAL ASSOCIATION  
1400 West Oak Street, Suite A  
Kissimmee, Florida 34741

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Kissimmee, Florida 34742-1408  
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(407) 846-3585

March 27, 1997

Florida, Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

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-03/31/97--01046--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: THE WINNING COMBINATION, INC.  
(Our File No.: 901016.00)

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$122.50, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Renet McCall*

Renet McCall  
Secretary to  
S. Craig Wakefield

rm

Enclosures

cc: Mr. and Mrs. Stephen R. Winters

APR 1

FILED  
91 MAR 31 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
THE WINNING COMBINATION, INC.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be THE WINNING COMBINATION, INC., located at 1342 E. Vine St. #397, Kissimmee, Florida 34744.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 \$1.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or

Articles Of Incorporation of THE WINNING COMBINATION, INC.

series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain

Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 4. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Stefanie L. Carter  
33925 Tara Wood Dr.  
Leesburg, FL 34788

Sandra S. Winters  
1342 E. Vine St. #397  
Kissimmee, FL 34744

Lakrista L. Holland  
1342 E. Vine St. #397  
Kissimmee, FL 34744

Stephen R. Winters  
1342 E. Vine St. #397  
Kissimmee, FL 34744.

ARTICLE VIII. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be

specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual board of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	SANDRA S. WINTERS 1342 E. Vine St. #397 Kissimmee, FL 34744
Vice President	LAKRISTA L. HOLLAND 1342 E. Vine St. #397 Kissimmee, FL 34744
Secretary	STEPHEN R. WINTERS 1342 E. Vine St. #397 Kissimmee, FL 34742
Treasurer	STEFANIE L. CARTER 33925 Tara Wood Dr. Leesburg, FL 34788

#### ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1400 W. Oak St., Suite A, Kissimmee, FL 34741.

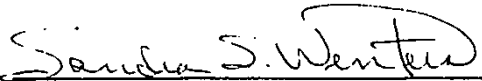
The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. Craig Wakefield.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Sandra S. Winters, 1342 E. Vine St. #397, Kissimmee, FL 34744.

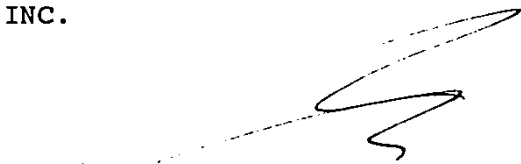
ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



SANDRA S. WINTERS - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of THE WINNING COMBINATION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for THE WINNING COMBINATION, INC.



S. Craig Wakefield - Registered Agent

State Of Florida


County Of Osceola

On 4/9/96, S. Craig Wakefield, designated

Articles Of Incorporation Of THE WINNING COMBINATION, INC.

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above as the individual who shall serve as the corporation's initial registered agent and Sandra S. Winters designated above as the individual who shall serve as the corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of THE WINNING COMBINATION, INC.

  
\_\_\_\_\_  
Notary Public  
Janet L. Henry  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



JANET L. HENRY  
My Comm Exp. 3/11/00  
Bonded By Service Ins  
No. 302518808  
☐ Personally Known ☐ Other I.D.