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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: WIN-FALL ENTERPRISES, INC.

AUDIT NUMBER.....H97000005973

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 11, 1997

EMPIRE

SUBJECT: WIN-FALL ENTERPRISES, INCORPORATED
REF: W97000008498

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ARTICLES OF INCORPORATION

OF

WIN-FALL PLAYERS, INC.

ARTICLE I - NAME

THE NAME OF THE CORPORATION IS WIN-FALL PLAYERS, INC..

ARTICLE II - DURATION

THE DATE WHEN THE CORPORATION'S EXISTENCE SHALL BEGIN, SHALL BE THE DATE WHEN THE ARTICLES OF INCORPORATION ARE FILED IN THE OFFICE OF THE SECRETARY OF STATE AND APPROVED. THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III - PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED (500) SHARES OF ONE DOLLAR (\$1.00) PAR VALUE COMMON STOCK.

THIS DOCUMENT PREPARED BY:
BARRY I. KROHN, ESQ.
1031 N.W. 90th AVENUE
PLANTATION, FLORIDA 33322
(954) 723-0339
BAR NUMBER 246239

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ARTICLE V - PRE-EMPTIVE RIGHTS

AFTER THE INITIAL ISSUE OF COMMON STOCK OF THIS CORPORATION, EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATA SHARE OF STOCK OF THIS CORPORATION (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI -
INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 141 N.W. 80th TERRACE, MARGATE, FLORIDA 33063, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS MAUREEN MEKLAS.

ARTICLE VII-
FIRST BOARD OF DIRECTORS

THIS CORPORATION'S FIRST BOARD OF DIRECTORS SHALL CONSIST OF TWO (2) DIRECTORS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAMES AND ADDRESSES OF THE INITIAL BOARD OF DIRECTORS OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION ARE:

DONALD MEKLAS
3010 SUNSET LANE,
MARGATE, FLORIDA 33063

MAUREEN MEKLAS
141 N.W. 80th TERRACE
MARGATE, FLORIDA 33063

ARTICLE VIII-INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

DONALD MEKLAS
3010 SUNSET LANE
MARGATE, FLORIDA 33063

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ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

MR. DONALD MEKLAS
3010 SUNSET LANE
MARGATE, FLORIDA 33063

IN WITNESS WHEREFOR, THE UNDERSIGNED INCORPORATOR HAS EXECUTED
THESE ARTICLES WIN-FALL PLAYERS, INCORPORATION, THIS 11th DAY APRIL,
1997.

Donald Meklas

DONALD MEKLAS, INCORPORATOR

Barry Krohn

HARRY KROHN, NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES:



Barry Krohn
MY COMMISSION # 0000107 EXPIRES
July 12, 2000
BORDED THREE THIRTY FIVE HOURS, INC.

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR WIN-FALL PLAYERS, INC., AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, MAUREEN MEKLAS AGREES TO ACT IN THIS CAPACITY, AND AGREES TO COMPLY WITH THE PROVISIONS OF SECTION 48.091 RELATIVE TO KEEPING SUCH OFFICE OPEN.

Maureen Meklas

MAUREEN MEKLAS
REGISTERED AGENT

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