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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

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

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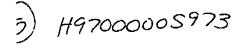
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#### ARTICLES OF INCORPORATION

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 SECREATARY OF STATE AND APPROVED. THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

# ARTICLE III - PURPOSE

THES CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITY OR SUSINESS 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 MEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES ) AT THE FRICE 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, PLORIDA 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 THE INITIAL

DONALD MEKLAS 3010 SUNSET LANE, MARGATE, PLORIDA 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 MAYLING ADDRESS OF CORPORATION

MR. DONALD MEKLAS 3010 SUNSET LAND MARGATE, FLORIDA 33063

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

1997.

PARRY KROPN, NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

BEILA KUMU TOLOTISSIOU & COSUEM BAREE TV 17' 8000 BOROD MEN HOL LEE FOREST ET

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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 MRKLAS 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 REGISTERED AGENT

Maureen Meblas

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