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Rex Accounting Services, Inc.
Raymond R. Rex, Jr.
3452 W. Boynton Bch. Blvd., Ste. #10
Boynton Beach, Fl 33436

June 11, 1997

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*****70.00 *****70.00

Secretary of State
Corporation Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Fl 32314

To Whom It May Concern:

Enclosed is the original and copy of the articles of incorporation for:

THE WINNING EDGE ENTERPRISES, INC.

Also, a check in the amount of Seventy dollars (\$70.00) is enclosed to cover the
incorporation fees of said corporation.

If there are any questions regarding this corporation please do not hesitate to contact
me at (561) 732-8822.

Sincerely,


Raymond R. Rex, Jr.
Rex Accounting Services, Inc.

enc: 3

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 AUG -6 AM 10:33

FILED

Ray Rex GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. XII on last
DATE 8/7/97 page 11 memo.
DOC. EXAM. T. Meyer

T.M. 8/7/97, 8/8/97

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

THE WINNING EDGE ENTERPRISES, INC.

We, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida providing for the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this Corporation shall be as follows:

THE WINNING EDGE ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida specifically for consulting services.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock of one dollar (\$1 00) par value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100.00) dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address in the State of Florida of the principal office shall be as follows:

**3935 Circle Lake Dr.
West Palm Beach, FL., 33417**

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders, but shall never be less than one. The name and address of the initial Director of this Corporation is:

Kevin M. Todd
3935 Circle Lake Dr.
West Palm Beach, Fl., 33417

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator:

Kevin M. Todd
3935 Circle Lake Dr.
West Palm Beach, Fl., 33417

ARTICLE IX. BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. SUB CHAPTER S CORPORATION

This Corporation may be a Sub-chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent, listed below, with address, accepts this position as signed below:

Kevin M. Todd
3935 Circle Lake Dr.
West Palm Beach, Fl., 33417

The Registered office will be located at the address below:

3935 Circle Lake Dr.
West Palm Beach, Fl., 33417

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

THE WINNING EDGE ENTERPRISES, INC. 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 West Palm Beach, County of Palm Beach, State of
Florida has named Kevin M. Todd whose address is 3935 Circle Lake Dr., West Palm
Beach, Fl., 33417 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation,
at the place designed in this Certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to keeping open said office.

BY:

Kevin M. Todd
Kevin M. Todd

REGISTERED AGENT & INCORPORATOR

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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