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BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, III
DALE K. BOHNER
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES
NASREEN M. KADIVAR

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-7-97

S. TODD MERRILL
CRAIG A. MINEGAR
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
WARD O. SAVITZ
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RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

August 7, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-08/11/97--01145--012
***122.50 ***122.50

Re: Winchester Capital, Inc.

Dear Sir or Madam:

On behalf of our captioned client, enclosed are an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

- | | | |
|----|---|--------------|
| 1. | Filing Fee for Articles of Incorporation | \$35.00 |
| 2. | Certified copy of Articles of Incorporation | 52.50 |
| 3. | Registered Agent Fee | <u>35.00</u> |

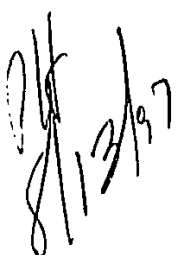
\$122.50

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, please call me directly.

Yours truly,


John N. Giordano

JNG\src
Enclosures
cc: Alan Lipstein
130228.01



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ARTICLES OF INCORPORATION
OF
WINCHESTER CAPITAL, INC.

TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

8-7-97

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is WINCHESTER CAPITAL, INC. and its principal office and mailing address is 10008 N. Dale Mabry Highway, Suite 113, Tampa, Florida 33618.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 7, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Stephanie R. Conn

Address

220 South Franklin Street
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 7th day of August 1997.

 (SEAL)
Stephanie R. Conn

130228.01

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

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Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, **WINCHESTER CAPITAL, INC.**, desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

WINCHESTER CAPITAL, INC.

By *Stephanie R. Conn*
Stephanie R. Conn, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John N. Giordano
John N. Giordano

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