

PA 700008505/

WINNIE & WINNIE

Attorneys at Law

John S. Winnie  
Elizabeth A. Winnie

Telephone: 941/434-9766  
Facsimile: 941/434-9767

September 29, 1997

Secretary of State  
Corporate Division  
P.O. Box 6237  
Tallahassee, FL 32314

600002308316--9  
-10/01/97--01025--011  
\*\*\*\*122.50 \*\*\*\*122.50

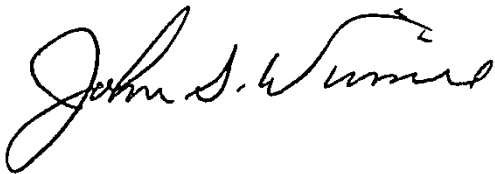
Dear Sir;

Enclosed please find our draft in the amount of \$122.50 for the filing of the Articles of incorporation for the Corporation known as WINNIE & WINNIE, P.A.

Also please find enclosed a self addressed envelope for the return of a copy of the filed articles.

Thank you for your attention to this matter.

Sincerely;



John S. Winnie

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT - 1 AM 8:30

10-2-97  
WS

ARTICLES OF INCORPORATION

OF

WINNIE & Winnie, P.A.

THE UNDERSIGNED acting as the sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the Corporation ( the "Corporation") is WINNIE & WINNIE P.A.

SECOND: The purpose or purposes for which the Corporation is organized the professional Association of Attorneys providing legal services in the State of Florida and elsewhere and to engage in the transaction of any other lawful business for which professional corporations may do while so incorporated under the provisions of the Florida General Corporation Act.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is one hundred(100) shares of common stock at no par value.

FOURTH: The street address of the initial registered office of the Corporation is Winnie and Winnie, Attorneys, Suite 211, 1100 Fifth Avenue South, Naples, FL 34102, and the name of its initial registered agent at such address is John S. Winnie.

FIFTH: The name and address of the sole incorporator is John S. Winnie, Suite 211, 1100 Fifth Avenue South, Naples, FL 34102.

SIXTH: Upon the offering or sale by the Corporation for cash of its shares of capital stock, including without limitation, warrants, subscription rights or options to acquire shares (collectively "convertible securities"), whether out of the number of shares of capital stock now authorized or out of shares of capital stock of the corporation acquired by it after issuance, each shareholder shall have the preemptive right to the fullest extent provided by law and the provisions of these Articles of Incorporation to purchase such shares or convertible

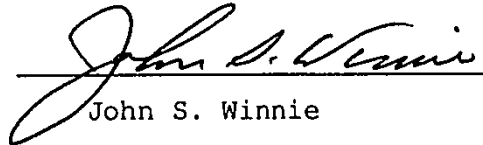
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -1 AM 8:30

securities in proportion to the number of shares held by such shareholder, within the time and on the terms fixed by the Board of Directors of the Corporation.

SEVENTH: The principle office of the corporation shall be located at 1100 Fifth Ave. South, Ste. 211, Naples, FL 34102

EIGHTH: There shall be two initial directors of the corporation which may be expanded to three directors. The initial directors of the corporation shall be John S. Winnie, Esq., and Elizabeth A. Winnie, Esq. Action by the Board of Directors shall require the vote of a majority of the directors.

IN WITNESS WHEREOF, The undersigned, being the sole incorporator hereinbefore named, solely for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 29th day of September, 1997.

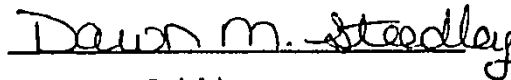
  
John S. Winnie  
Sole Incorporator

STATE OF FLORIDA    )  
                              )    ss:  
COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1997 by John S. Winnie as sole incorporator of Winnie & Winnie P.A.

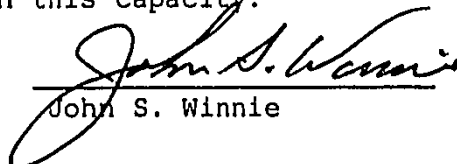


Dawn M Steadley  
My Commission CC626078  
Expires February 08, 2000

  
Notary Public

My commission expires : \_\_\_\_\_, 199\_\_.

I, John S. Winnie, having been designated to act as Registered agent, hereby agree to act in this capacity.

  
John S. Winnie