MICHAEL L. MOORE

Attorney at Law 5458 Hoffner Ave. Suite 303 Orlando, FI 32812 Tel: (407) 282-6060 Fax (407) 282-0027

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October 27, 1997

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

100002331811--5 -10/28/97--01077--016 ****122.50 ****122.50

Re: The Winners' Circle, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed, please find the original and one (1) copy of the Articles of Incorporation for The Winners' Circle, Inc. for filing. Also enclosed is a money order in the amount of \$122.50 as payment of the filing fee. Please provide a certified copy of the Articles to the address listed above.

Please do not hesitate to contact me if you have any questions.

Sincerely,

Michael L. Moore

MLM/bjs Enclosures

cc: Darrel D. West

97 OCT 28 PN 12: 18
SECRETARY OF STATE
TALL ALLASSEE, FLORIDA

9N 10/29/97

ARTICLES OF INCORPORATION OF THE WINNERS' CIRCLE, INC.

(a Florida corporation)

97 OCT 28 PM 12: SECRETARY OF STAT TALLAHASSEE, FLORY

THE UNDERSIGNED, acting as sole incorporator of THE WINNERS' CIRCLE, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is THE WINNERS' CIRCLE, INC.

ARTICLE II

Principal Office

The address of the principal office of the corporation is 5460 Hoffner Avenue, Suite 407, Orlando, Florida 32812. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE III

Mailing Address

The mailing address of the corporation is 5460 Hoffner Avenue, Suite 407, Orlando, Florida 32812.

ARTICLE IV

<u>Shares</u>

The corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock, One Cent (\$0.01) par value per share.

ARTICLE V

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 5458 Hoffner Avenue, Suite 303, Orlando, Florida

32812, and the initial Registered Agent at such address is Michael L. Moore, Esquire.

ARTIÇLE VI

Incorporator

The name and address of the sole incorporator of the 303, Orlando, Florida 32812.

corporation is: Michael L. Moore, 5458 Hoffner Avenue, Suite IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 2744 day of October, 1997. Incorporator STATE OF FLORIDA COUNTY OF ORANGE The foregoing instrument was acknowledged before me this day of October, 1997, by Michael L. Moore. Such person did not take an oath and: (notary must check applicable box) V is/are personally known to me. produced a current Florida driver's license as identification. produced as identification. {Notary Seal must be affixed} Name of Notary (Typed, Printed or Stamped) BRENDA J SIMMONS My Commission CC479594 Expires Jul. 11, 1999 Commission Number: Bonded by HAI (if not legible on seal) 800-422-1555

My Commission Expires: (if not legible on seal)

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 27th day of October, 1997.

REGISTERED AGENT:

Michael L. Moore

97 OCT 28 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE FLORIDA