



THE UNITED STATES
CORPORATION
COMPANY

P97000108964

ACCOUNT NO. : 072100000032

REFERENCE : 652239 4806273

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 1997

ORDER TIME : 9:27 AM

ORDER NO. : 652239-005

CUSTOMER NO: 4806273

CUSTOMER: Kim Canedy, Legal Assistant
BROWN & BAIN

800002385598--6

2901 North Central Avenue

Phoenix, AZ 85012

DOMESTIC FILING

NAME: WINDFALL VENTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

652239-005

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 30 PM 4:52

RECEIVED
97 DEC 30 AM 9:55
DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA

65-23-21
52



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1997

CSC NETWORK

SUBJECT: WINDFALL VENTURES, INC.
Ref. Number: W97000028845

RESUBMIT

Please give original
submission date as file date.

We have received your document for WINDFALL VENTURES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 997A00060799

RECEIVED
97 DEC 30 PM 3:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WINDFALL VENTURES, INC.

The undersigned, acting as the incorporator of a corporation (the "Corporation") under the Florida Business Corporation Act, Fla. Stat. ch. 607.0101 *et seq.*, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation shall be Windfall Ventures, Inc.

ARTICLE II. PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the initial principal office is:

4021 Gulf Shore Boulevard, #1803
Naples, Florida 34103

ARTICLE III. NUMBER OF SHARES/CUMULATIVE VOTING

The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000, having no par value, all of which shall be Common stock. All shareholders are entitled to cumulate their votes for directors.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial registered agent and the street address of the initial registered office of the Corporation are:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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ARTICLE V. INCORPORATION

The name and street address of the Incorporator of the Corporation is:

Catherine LaFay
4021 Gulf Shore Boulevard, #1803
Naples, Florida 34103

ARTICLE VI. DIRECTORS

The name and street address of the person now constituting the Board of Directors, who shall serve until her successor is duly elected, is:

Catherine LaFay
4021 Gulf Shore Boulevard, #1803
Naples, Florida 34103

ARTICLE VII. EXEMPTION OF PRIVATE PROPERTY

The private property of the incorporators, shareholders, directors, and officers of the Corporation shall be exempt from all corporate debts and liabilities.

Executed this 29th day of December, 1997.


Catherine LaFay, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B Rozar
Its Agent, Karen B. Rozar

SKD/jbg

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