

P9800009042

NEW DIRECTIONS INTERNATIONAL, INC.

REGISTERED INVESTMENT ADVISOR 98 INVESTMENT COUNSEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 26, 1998

Florida Department of State

Tallahassee, Florida

700002413247--7

-01/27/98-01063--004

****245.00 ****122.50

Gentlemen:

Enclosed please find a check in the amount of \$245 to cover the registration of two separate corporations as follows:

Granfield, Inc.

Winter Consultancy and Capital, Inc.

Can you kindly send the filed Articles of Incorporation back to me at the address shown on this letter. Thank you for your assistance.

Sincerely,

D. H. Siegel
D. H. SIEGEL

FILED
98 JAN 27 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall
JAN 29 1998

FILED

98 JAN 27 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WINTER CONSULTANCY AND CAPITAL, INC.

Article 1

Corporate Name

The Name of this corporation is: Winter Consultancy and Capital Inc.
Inc.

Article II

Purpose

This corporation is organized for the following purposes:

1. To buy, sell, exchange, rent, lease, improve, and maintain real or personal property and to otherwise deal in and with real property and personal property of whatever nature or kind; to deal in and with investments of whatever kind and to provide investment opportunities and services.
2. To act to such extent as a corporation organized under the Business Corporation Laws of this state may now or hereafter lawfully do, either as principal or agent either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for

or in connection with or incident thereto. To accomplish any of the purposes of or the statement of any one or more of the objects herein enumerated or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do which exist under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

Article III

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$.10 per share.

Article IV

Initial Principal and Registered Office

The street address of the initial principal and registered office of this corporation is: 3350 Ah We Wa Street, Coconut Grove, Florida 33133.

Article V

Registered Agent

The initial registered agent of this corporation is: Thomas A. Winter, Jr. located at: 3350 Ah We Wa Street, Coconut Grove, Florida 33133.

Article VI

Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than nine. The names and addresses of the initial directors of this corporation are, to wit:

Thomas A. Winter, Jr. 3350 Ah We Wa Street
Coconut Grove, Florida 33133

Maristela Winter 3350 Ah We Wa Street
Coconut Grove, Florida 33133

Article VII

Incorporator

The name and address of the person signing these Articles is: Thomas A. Winter, Jr., 3350 Ah We Wa Street, Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed
the Articles of Incorporation of Winter Consultancy and Capital, Inc. this
19th day of January, 1998.

Tom Hulse

Subscriber

ACKNOWLEDGEMENT

STATE OF FLORIDA)) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements
in the state and county above set forth, personally appeared, THOMAS A.
WINTER, JR., known to me and known by me to be the person who
executed the foregoing Articles of Incorporation and he acknowledged before
me that he executed those Articles of Incorporation.

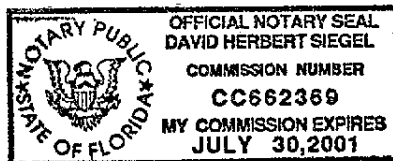
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the state and county aforesaid, this 19TH day of January
1998.

David Herbert Siegel
NOTARY PUBLIC, State of Florida

DAVID HERBERT SIEGEL
Print Name of Notary

Commission No.: CC 662369

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS IN THIS STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

FILED

98 JAN 27 AM 9:01

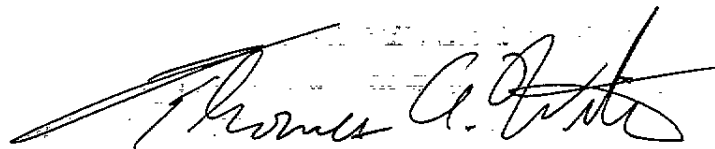
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said act:

First: That Winter Consultancy and Capital, Inc., desiring to
organize under the laws of the state of Florida with its principal office as
indicated in the Articles of Incorporation has named Thomas A. Winter, Jr.
Whose address is: 3350 Ah We Wa Street, Coconut Grove, Florida 33133, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
named corporation at the place designated in this Certificate, I hereby accept
to act in this capacity and agree to comply with the provisions of said act
relative to keeping open said office.



THOMAS A. WINTER, JR.