



**LAW OFFICE OF
TIMOTHY C. SCHULER**

7843 Seminole Boulevard
Seminole, Florida 33772

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 10:45

PHONE (813) 398-0011
FAX (813) 393-5458

P98000012103

February 4, 1998

Secretary of State
Division of Corporations
ATTN: DORIS BROWN - DOCUMENT SPECIALIST
P. O. Box 6327
Tallahassee, FL 32314

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Re: Letter No. 198A00004464
Reference No. W98000001830
Wincorp, Inc.

Dear Ms. Brown:

Please find enclosed with this letter the original and one copy of revised Articles of Incorporation changing the proposed name from Wincorp, Inc. to Win Corporation.

We understand that there is an existing company operating under the name of Winco, Inc., in Ocala, Florida. We have discussed the name similarity with the chief executive officer of Winco, Inc., and do not believe that there will be any confusion to the general public over the two names.

Please file the enclosed Articles of Incorporation, returning one copy to this office with the date stamp showing the date filed.

Thank you for your cooperation with this regard.

Sincerely,

Timothy C. Schuler

TCS/lm
cc: client
Enclosures

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D. BROWN FEB - 6 1998

198-1830



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1998

TIMOTHY C. SHULER, ESQ.
7843 SEMINOLE BOULEVARD
SEMINOLE, FL 33772

SUBJECT: WINCORP, INC.
Ref. Number: W98000001830

We have received your document for WINCORP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 198A00004464

ARTICLES OF INCORPORATION

OF

WINCORP., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 10:45

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Wincorp., Inc. and its principal office or mailing address is 11640 Grove Place, Seminole, Florida 33772.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11640 Grove Place, Seminole, Florida 33772, and the name of the initial registered agent is JEANNICE B. GRANT.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME

ADDRESS

JEANNICE B. GRANT

11640 Grove Place
Seminole, FL 33772

CONRAD B. GRANT

11640 Grove Place
Seminole, FL 33772

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles
is:

NAME

ADDRESS

JEANNICE B. GRANT

11640 Grove Place
Seminole, FL 33772

CONRAD B. GRANT

11640 Grove Place
Seminole, FL 33772

ARTICLE 8: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 19 day of JANUARY, 1998.

Jeannice B. Grant
JEANNICE B. GRANT

Conrad B. Grant
CONRAD B. GRANT

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 19 day of JANUARY, 1998.

Jeannice B. Grant
JEANNICE B. GRANT, Registered Agent