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MARCH 21, 1998

JARED B. WININGER  
C/O DON KNUDSEN  
SUITE 103  
852 FIRST AVE. SOUTH  
NAPLES, FL 34102

FILED  
98 APR -2 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

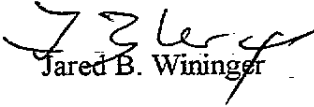
FLORIDA DEPT OF STATE  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE, FL 32314

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-04/02/98--01021--005  
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Dear Sir:

Please find enclosed Articles of Incorporation for WININGER & ASSOCIATES, INC.  
Please contact me if you have any further questions at 941-262-8874.

Sincerely,

  
Jared B. Wininger

F. CHESSER APR 6 1998

## **ARTICLES OF INCORPORATION**

**I, THE UNDERSIGNED**, hereby submit to Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporations for profit, the corporation named in Article I below.

### **ARTICLE I, NAME**

The name of this Corporation shall be:

**WININGER & ASSOCIATES, INC.**

### **ARTICLE II, NATURE OF BUSINESS**

This Corporation may engage in any activities permitted under the laws of the United States and of the State of Florida.

### **ARTICLE III, CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7500) shares of common stock, of \$1.00 par value, which shall be documented fully paid and non-assessable, and further, which shall be Section 1244 stock as defined by the Internal Revenue code.

### **ARTICLE IV, INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business will not be less than one hundred (\$100) dollars.

### **ARTICLE V, TERM OF EXISTENCE**

The Corporation is to have perpetual existence.

### **ARTICLE VI, ADDRESS**

The initial street address in the State of the principal office of the Corporation shall be:

**15A BOBOLINK COURT  
NAPLES, FL . 34105**

The Board of Directors may from time to time move the principal office to any other address in Florida.

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#### **ARTICLE VII, INITIAL BOARD OF DIRECTORS**

The Corporation shall have one Directors initially. The number of Directors may be either increased or diminished in accordance with the by-laws adopted by the shareholders but never be less than one. The name and address of the initial Director of this Corporation is:

JARED B. WININGER  
15A BOBOLINK COURT  
NAPLES, FL. 34105

#### **ARTICLE VIII, INCORPORATORS**

The name and address of the incorporators are:

JARED B. WININGER  
15A BOBOLINK COURT  
NAPLES, FL. 34105

#### **ARTICLE IX, BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

#### **ARTICLE X, AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

#### **ARTICLE XI, SUB CHAPTER S CORPORATION**


This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

**ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent, Jared B. Winger, 15A Bobolink Court, Naples, Fl. 34105 ccepts this position as signed below:

  
JARED B. WININGER

The registered Office will be located at 15A Bobolink Court, Naples, Fl. 34105

  
JARED B. WININGER

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

  
JARED B. WININGER


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned as subscribing incorporators, have hereinto set my hand and seal this 20 day of March 1998, for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

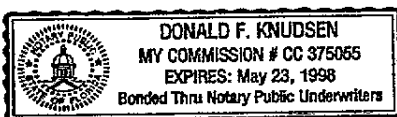
  
JARED B. WININGER

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 20 DAY OF March 1998



NOTARY PUBLIC  
MY COMMISSION EXPIRES



*Personality known to me*