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FILED

98 APR -7 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

E. PHILIP BLANK*
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A. KENNETH LEVINE
THOMAS R. McSWAIN
TIMOTHY J. MEENAN
R. TERRY RIGSBY
GEOFFREY D. SMITH

LEGAL ASSISTANT
JOHN A. DICKSON, J.D.

*Florida Bar Certified in Health Law

April 1, 1998

By Hand Delivery

The Honorable Sandra Mortham
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399-0250

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-04/07/98--01016--015
*****78.75 *****78.75

Attn. Division of Corporations

Re: **Winning Strategies Consultants, Inc.**
Articles of Incorporation

Dear Secretary Mortham:

On behalf of Winning Strategies Consultants, Inc., I respectfully file the attached Articles of Incorporation and Designation of Registered Agent. Also, I would appreciate receiving a certificate of status. Please have a member of your staff contact me at my office (681-6710) when the certified copy is ready and we will pick up the certified copy at the front desk.

Lastly, I enclose a check in the amount of \$78.75, to cover the filing fees (\$35+\$35), and certificate of status (\$8.75). If I can provide you with any further information regarding this matter, please feel free to contact me.

Thanking you in advance, I remain

Sincerely,

A. Kenneth Levine
A. Kenneth Levine

Enclosures

cc: Winning Strategies Consultants, Inc.

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DIVISION OF CORPORATIONS

Call when Ready

ARTICLES OF INCORPORATION
of
WINNING STRATEGIES CONSULTANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be: WINNING STRATEGIES CONSULTANTS, INC.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal place of business and mailing address shall be: 6011 West 16th Avenue, Hialeah, Florida 33012.

ARTICLE II.

NATURE OF BUSINESS

The corporation shall be authorized to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV.

TERM OF EXISTENCE

The corporation is to have a perpetual existence.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT


The name and address of the initial registered agent is: Luis Rojas, 6011 West 16th Avenue, Hialeah, Florida 33012.

ARTICLE VI.

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Luis Rojas, 6011 West 16th Avenue, Hialeah, Florida 33012.

The undersigned incorporator has executed these Articles of Incorporation this 1 day of April, 1998.

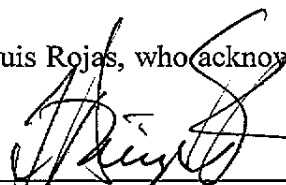


Luis Rojas

STATE OF FLORIDA

COUNTY OF LEON

PERSONALLY APPEARED before me, Luis Rojas, who acknowledged executing the above Articles of Incorporation.



Notary Public
State of Florida
At Large

Personally Known OR Produced Identification _____.

Type of Identification Produced _____.

My commission expires:



F. Philip Blank
MY COMMISSION # 00488222 EXPIRES
September 26, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Winning Strategies Consultants, Inc.

2. The name and address of the registered agent and office is:

Luis Rojas
(NAME)

6011 West 16th Avenue
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Hialeah, Florida 33012
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

04/01/98
(DATE)