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June 12, 1998

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Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

**SUBJECT: WINNERS INTERNATIONAL NUTRITIONAL NETWORK
SYSTEMS, INC.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$122.50.

**FROM: THOMAS E. ACEY, JR.
5454 HOFFNER AVENUE, SUITE 102
ORLANDO, FLORIDA 32872
DAYTIME TELEPHONE NUMBER: (407) 277-9292**

FILED
98 JUN 16 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 6-18-98

**ARTICLES OF INCORPORATION
OF**

WINNERS INTERNATIONAL NUTRITIONAL NETWORK SYSTEMS, INC.

FILED
98 JUN 16 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

WINNERS INTERNATIONAL NUTRITIONAL NETWORK SYSTEMS, INC.

The principal place of business of this corporation shall be:

5454 HOFFNER AVENUE, SUITE 102, ORLANDO, FLORIDA 32872

ARTICLE II: DURATION

The corporation shall exist perpetually.

ARTICLE III: NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV: AUTHORIZED SHARES

The corporation shall be authorized to create and issue 10,000,000 shares of Common Stock having a par value of One Dollar (\$1.00) per share. The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors

of the corporation, not less than the par value of the stock so to be issued.

ARTICLE V: REGISTERED AGENT

The registered agent and street address of the initial registered office of this corporation shall be:

**THOMAS E. ACEY, JR.
5454 HOFFNER AVENUE, SUITE 102, ORLANDO, FLORIDA 32872**

ARTICLE VI: BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, which shall have one (1) director, initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the corporation.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The name and street address of the initial member of the Board of Directors is:

FRANK D. CONE, 1616 S. BELTLINE HIGHWAY, MOBILE, ALABAMA 36693

ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

**THOMAS E. ACEY, JR., 5454 HOFFNER AVENUE, SUITE 102, ORLANDO,
FLORIDA 32872**

ARTICLE IX: DIRECTOR LIABILITY

Directors of the corporation shall not be liable to either the corporation or its shareholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a

director's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; (4) a transaction from which the directors derived an improper personal benefit.

ARTICLE IX: SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and for creating, defining, limiting and regulating the powers of the corporation, its shareholders and directors, are hereby adopted as part of these Articles of Incorporation:

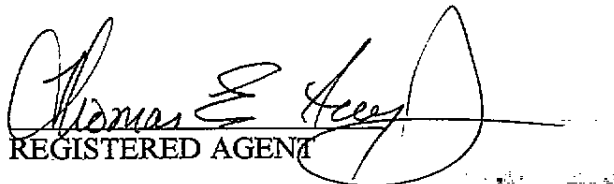
1. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office of this corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation for all directors for services to the corporation as directors, officers or otherwise.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at SAFETY HARBOR, FLORIDA for the uses and purposes

aforesaid, this 12th day of June, 1998.


INCORPORATOR

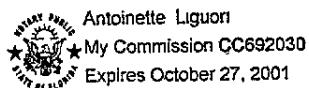
Having been named as registered agent for the above-named corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.


REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PINELLAS

Subscribed and sworn to before me this 12 day of June 1998.




NOTARY PUBLIC

My Commission Expires: 10/27/01

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