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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 PM 3:06

SUBJECT: TRI WIN CAPITAL PARTNERS, INC.

I ENCLOSE AN ORIGINAL AND 1 COPY OF THE ARTICLES OF
INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN THE
AMOUNT OF \$78.75 IN ORDER TO FORM THE ABOVE REFERENCED
CORPORATION AS OF OCTOBER 16, 1998

FROM:

JAMI WINSHIP
2300 BEE RIDGE ROAD, SUITE 301
SARASOTA, FLORIDA 34239

(941) 955-7174

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11-6
W.S.

ARTICLES OF INCORPORATION
OF
TRI WIN CAPITAL PARTNERS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV -4 PM 3:07

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

THE NAME OF THE CORPORATION SHALL BE:

TRI WIN CAPITAL PARTNERS, INC.

ARTICLE II - PRINCIPLE OFFICE

THE PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

2300 BEE RIDGE ROAD, SUITE 301
SARASOTA, FLORIDA 34239

ARTICLE III - CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

1000 SHARES

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

CAROL LYNN MONVILLE
2300 BEE RIDGE ROAD, SUITE 301
SARASOTA, FLORIDA 34239

ARTICLE V - INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE
ARTICLES OF INCORPORATION IS:

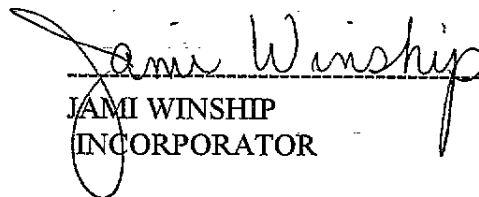
JAMI WINSHIP
2300 BEE RIDGE ROAD, SUITE 301
SARASOTA, FLORIDA 34239

ARTICLE VII- EFFECTIVE DATE

PURSUANT TO SECTION 607.0123 OF THE FLORIDA STATUTES, THE
EFFECTIVE DATE OF THIS DOCUMENT SHALL BE: _

NOVEMBER 1, 1998

THE UNDERSIGNED HAS EXECUTED THE ARTICLES OF CORPORATION THIS
16TH DAY OF OCTOBER 1998.


JAMI WINSHIP
INCORPORATOR

CERTIFICATE OF DESIGNATION

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:

TRI WIN CAPITAL PARTNERS, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

CAROL LYNN MONVILLE
2300 BEE RIDGE ROAD, SUITE 301
SARASOTA, FLORIDA 34239

SIGNATURE:

Carol Lynn Monville

TITLE:

Registered Agent

DATE:

10/16/98

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98 NOV -4 PM 3:07

HAVING BEEN NAMED AS REGISTERED AGENT AND NOT 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:

Carol Lynn Monville

DATE

10/16/98