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TRANSMITTAL LETTER 98 DEC 21 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-12/21/98--01068--009
*****78.75 *****78.75

SUBJECT: WIN-WIN Stocks, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: BRIAN K. MORGAN
Name (Printed or typed)
2820 U.S. 1 SO., STE. 1
Address
ST. AUGUSTINE, FL 32086
City, State & Zip
904-794-1217
Daytime Telephone number

DEC 22 1998

P. Han

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Win-Win Stocks, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the provision of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

Win-Win Stocks, Inc.

ARTICLE II

TERM OF EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE III

PURPOSES

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE IV

STOCK CLAUSE

The aggregate number of shares of stock which this Corporation shall have authority of issue shall be 500 shares of common stock, each with a par value of \$1.00.

ARTICLE V

EXERCISE OF CORPORATE POWER

This corporation shall not have a Board of Directors. Exercise of corporate power and management of corporate affairs shall be accomplished by the Shareholders.

ARTICLE VI

INCORPORATOR

The names and addresses of the persons signing these Articles are:

Henry Rossi

603 San Jose Road

St. Augustine, Florida 32086

ARTICLES VII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitles to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote herein who did not give their written consent.

ARTICLE VIII

STOCK TRANSFER AGREEMENTS

If all, or any of the Shareholders of Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third person, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer mortgage pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with Corporation, all certificates of shares, subject to such agreement or

restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE IX

FUNDAMENTAL CHANGES

The affirmative vote of holders of Seventy-Five percent (75%) of the outstanding shares of all classes of stock entitles to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sales, lease or exchange of the major portion of the property or assets of the Corporation;
- (d) Dissolution of the Corporation.

ARTICLE X

INSPECTION OF BOOKS

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

ARTICLE XI

LONG-TERM EMPLOYMENT CONTRACT

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any of the executive officer under such contracts.

ARTICLE XII

SHAREHOLDER RELIANCE ON CORPORATE RECORDS

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount of available for dividends or distributions he considers the assets to be of ample value.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is:

This is also the principal office address of the Corporation:

603 San Jose Road

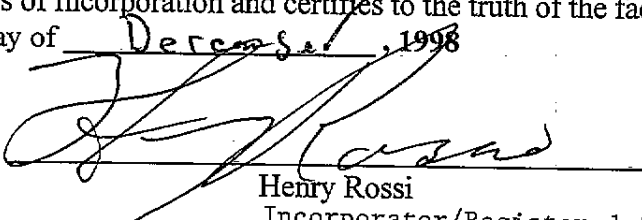
St. Augustine, Florida 32086

The name(s) and address of the initial registered agent(s) of this Corporation is:

Henry Rossi
603 San Jose Road
St. Augustine, FL 32086

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes there Articles of Incorporation and certifies to the truth of the facts herein stated, this 4th day of December, 1998

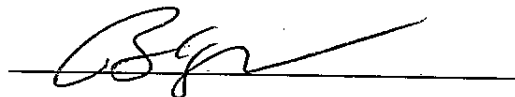

Henry Rossi
Incorporator/Registered Agent

STATE OF FLORIDA The registered Agent hereby Accepts Duties and responsibilities
COUNTY OF ST. JOHNS as Registered Agent

BEFORE ME, the undersigned authority, personally appeared **Henry Rossi** to me well known and known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at St. Johns County and State aforesaid, this

4th day of December, 1998



Notary Public,

State of Florida at Large

My Commission expires: _____

