

**CORPORATE
ACCESS,
INC.**

P9900001165

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 2/2/99 NT ☺

☒ **CERTIFIED COPY**

CUS

PHOTO COPY

☒ **FILING**

Articles

1.) Don Winans, Inc.
(CORPORATE NAME & DOCUMENT #)

800002762818--1
-02/03/99--01005--013
*****78.75 *****78.75

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
99 FEB -4 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-2659
TS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

T. SMITH FEB 04 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 1999

CORPORATE ACCESS, INC.

SUBJECT: DON WINANS, INC.
Ref. Number: W99000002659

We have received your document for DON WINANS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 499A00004596

Corrected
2/11/99
RECEIVED
FEB - 12 AM 10:46
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

DON WINANS, INC.

FILED
99 FEB -4 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is DON WINANS, INC.
846 NE 70th ST., BOCA RATON, FL 33487.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of One and 00/100 (\$1.00) dollar per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the Incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stocks in other corporations or going businesses may be purchased

by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 11245 Lakeview Drive, Coral Springs, Florida, 33065, and the name of the initial Registered Agent of this corporation is EDWARD J. O'HARE. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate Designating a new Registered Agent and/or a new registered office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) person.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation is one (1) person. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of each of the members of the initial Board of

Directors who, unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONALD A. WINANS	846 NE. 70th ST. Boca Raton, Florida 33487

ARTICLE IX

The name and address of each person signing these Articles as an Incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONALD A. WINANS	846 NE 70th ST. Boca Raton, Florida 33487

ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) percent of the stock then outstanding in the corporation, such agreement shall be binding on the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and in particular, stockholders may include in the agreement

between themselves the following as valid matters of agreement:

1. The manner and method in which, and the persons or groups by whom, individual directors or a certain number of directors may be elected.

2. Any limitation upon the transferability or assignment of the stock.

3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock.

4. Any matter relating to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholders shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such Stockholders' Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholders' Agreements) consenting to the revocation and cancellation of the Agreements among the Stockholders.

EXECUTED by the undersigned at Boca Raton, Palm Beach County, Florida on this 29 day of December, 1998.


DONALD A. WINANS

STATE OF FLORIDA

COUNTY OF Palm Beach) SS

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared DONALD A. WINANS to me well known who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Palm Beach County, Florida on this 29th day of December, 1998.

Suzette Andriano
NOTARY PUBLIC

My Commission Expires:

July 10, 2000




CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

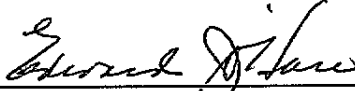
That DON WINANS, INC. desiring to organize or qualify under the laws of the State of Florida, has named, EDWARD J. O'HARE as its Registered Agent to accept service of process within the State of Florida, at 11245 Lakeview Drive, Coral Springs, Florida, 33071, which address is also designated as the registered office of the corporation mentioned above.



EDWARD J. O'HARE

Dated: 12/29/98

Having been named Registered Agent to accept service of process for the above named corporation, at the place designated in this Certification, EDWARD J. O'HARE, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



EDWARD J. O'HARE

Dated: 12/29/98

FILED
99 FEB -4 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA