

P09000002603



THE UNITED STATES
CORPORATION
COMPANY

FILED

99 JUL 14 PM 1:50

ACCOUNT NO. : 072100000032
REFERENCE : 306365 4303929
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Piggs

ORDER DATE : July 14, 1999

ORDER TIME : 10:35 AM

ORDER NO. : 306365-005

CUSTOMER NO: 4303929

300002930743--3

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: WINCO HOUSING CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 7/14/99

RECEIVED

99 JUL 14 AM 11:26

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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OF

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WINCO HOUSING CORP.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

The name of the corporation is WINCO HOUSING CORP. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2165 N.W. 62ND Drive, Boca Raton, Florida 33496.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301-2607 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the name of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Stephen Winig
2165 N.W. 62nd Drive
Boca Raton, Florida 33496

Carol Winig
2165 N.W. 62nd Drive
Boca Raton, Florida 33496

Richard Winig
2165 N.W. 62nd Drive
Boca Raton, Florida 33496

Alan Winig
2165 N.W. 62nd Drive
Boca Raton, Florida 33496

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CLERK OF STATE
TALLAHASSEE, FLORIDA

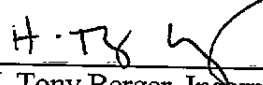
ARTICLE VII

The name of the Incorporator is H. Tony Berger and the address of the Incorporator is 1221 Brickell Avenue, 22nd Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6th day of July, 1999.



H. Tony Berger, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WINCO HOUSING CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY



Agent for the Registered Agent

Dated: July 14, 1999