

**FILED**

CLERK'S OFFICE OF THE  
STATE OF NEVADA  
CLERK OF THE COURT

**AUG 07 1986**

CLERK'S OFFICE OF THE  
STATE OF NEVADA



No 5540-86

**ARTICLES OF INCORPORATION**

**OF**

**BIRCH ENTERPRISES, INC.**

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Nevada, does hereby certify:

**FIRST:** The name of said corporation shall be **BIRCH ENTERPRISES, INC.**

**SECOND:** The place in the State of Nevada where its principal office is to be located is One East First Street, Reno, County of Washoe, and the resident agent in charge thereof is The Corporation Trust Company of Nevada.

**THIRD:** The purpose for which the corporation is formed is to engage in any lawful activity.

**FOURTH:** The maximum number of shares of all classes which the corporation is authorized to have outstanding is five hundred million (500,000,000) shares, consisting of four hundred ninety five million (495,000,000) shares of Common Stock, all par value \$.001 and five million (5,000,000) shares of Preferred Stock, all par value \$.001. The holders of preferred stock shall have such rights, preferences, and privileges as may be determined, prior to the issuance of such shares, by the Board of Directors.

**FIFTH.** The members of the governing body shall be styled directors and the names and post office addresses of the first Board of Directors, to serve until their successors are elected and qualified, are as follows:

1. Rowland W. Day, II, 650 Town Center Drive, Costa Mesa, California 92626.

2. Jo L. Christensen, 650 Town Center Drive. Costa Mesa, California 92626.

3. Jehu Hand, 650 Town Center Drive, Costa Mesa, California 92626.

The corporation shall initially have three members of the Board of Directors; the number of directors may be increased or decreased pursuant to the provisions of the corporation's bylaws and chapter 78 of the Nevada Revised Statutes.

**SIXTH.** No capital stock issued by the corporation shall be assessable following payment of the subscription price or par value therefor.

**SEVENTH:** The name and post office address of the incorporator is as follows:

1. Jehu Hand, 650 Town Center Drive, Costa Mesa, California 92626.


**EIGHTH.** The corporation shall have perpetual existence.

**NINTH.** A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise.

No transaction, contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of any corporation is a member of any firm, a shareholder, director or officer of the corporation or trustee or beneficiary of any trust that is in any way interested in such transaction, contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect to any transaction, contract or act of the corporation for any gain or profit directly or indirectly realized by him by reason of the fact that he or any firm in which he is a member or any corporation of which he is a trustee, or beneficiary, is interested in such transaction, contract, or act; provided the fact that such director or officer or such firm, corporation or trust is so interested shall have been disclosed or shall have been known to the members of the Board of Directors as shall be present at any meeting at which action upon such contract, transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, and any officer of the corporation may take any action within the scope of his authority, respecting such contract, transaction or act, and any officer of the corporation of which he is a shareholder, director or officer, or any trust of which he is a trustee or beneficiary, were not interested in such transaction, contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or equity to the contrary (if any there be), his good faith shall be presumed in the absence of proof to the contrary by clear and convincing evidence.

TENTH: No shareholder of the corporation shall have any preemptive rights.


Dated this 6th day of August, 1986.

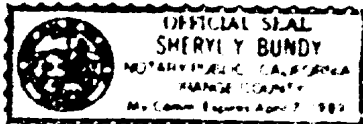
  
Jehu Hand, Incorporator

STATE OF CALIFORNIA ) ss.  
COUNTY OF ORANGE )

On August 6th, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Jehu Hand, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Signature 



FILING FEE: \$50.00  
BY: DAY & ASSOCIATES  
650 TOWN CENTER DRIVE  
SUITE 800  
COSTA MESA, CA. 92626

**FILED**  
THE OFFICE OF THE  
CLERK OF STATE OF THE  
STATE OF NEVADA

OCT 23 1986

**CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION**

RECORDED IN THE OFFICE OF THE CLERK OF STATE

*[Handwritten signature]*

5540-86

1. I, Jehu Hand, am the original incorporator of Birch Enterprises, Inc., a Nevada corporation. The original articles were filed on August 7, 1986 with the Secretary of State and August 21, 1986 with the Clerk of Washoe County, Nevada. No part of the capital of the corporation has been paid as of the date hereof.

2. Article First of the articles of incorporation is hereby amended to read as follows:

"The name of said corporation shall be HDH Industries, Inc."

I have executed this Certificate this 16<sup>th</sup> day of October, 1986.

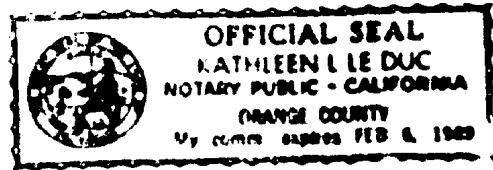
*[Handwritten signature]*  
\_\_\_\_\_  
Jehu Hand

STATE OF CALIFORNIA ) SS.  
COUNTY OF ORANGE )

On October \_\_\_\_\_, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Jehu Hand, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the above instrument and acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Signature *Kathleen L. Le Duc*



&lt;mkl&gt;ksh f5155-001-coa-liable-ao

**F I L E**  
 IN THE OFFICE OF THE  
 SECRETARY OF STATE OF THE  
 STATE OF NEVADA

BY: MARQUIS & HANEY  
 CERTIFICATE OF AMENDMENT 228 SOUTH FOURTH ST. 1ST FL  
 LAS VEGAS, NV 89101  
 OF ARTICLES OF INCORPORATION OF

OCT 02 1987

HDH INDUSTRIES, INC.

(Change Corporate Name and Include Liability  
 and Indemnification Provision)

The undersigned, the duly-elected President and Secretary of HDH INDUSTRIES, INC., a Nevada corporation, in compliance with NRS 78.390, being authorized and directed by the Board of Directors and the Shareholders of HDH INDUSTRIES, INC., certify:

1. By virtue of the unanimous resolution of the Board of Directors of HDH INDUSTRIES, INC. on September 14, 1987, resolutions were regularly adopted declaring the advisability and desirability of amending the Articles of Incorporation of HDH INDUSTRIES, INC. and calling a special meeting of the Shareholders for the consideration thereof, to-wit:

RESOLVED that, subject to the ratification and approval of the Shareholders to HDH INDUSTRIES, INC. entitled to exercise the majority of the voting power, the Articles of Incorporation HDH INDUSTRIES, INC. shall be amended within the contemplation of NRS 78.385 by adding to the Articles of Incorporation, following Section TENTH, the following new Section ELEVENTH:

SECTION ELEVENTH. Limitation of Personal Liability. Except for acts or omissions which involve intentional misconduct, fraud or knowing violation of law or for the payment of dividends in violation of NRS 78.300, there shall be no personal liability of a director or officer to HDH INDUSTRIES, INC. or its stockholders for damages for breach of fiduciary duty as a director or officer.

Indemnification. HDH INDUSTRIES, INC. shall indemnify each and every one of its officers and directors, past, present and future, who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, against expenses arising out of or on account of any act or omission alleged to have been committed by such officer or director, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such officer or director in connection with the action, suit or proceeding if such officer or director acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of HDH INDUSTRIES, INC. and, with respect to any criminal action or proceeding, such officer or director had no reasonable cause to believe such officer's or director's conduct was unlawful.

Limitation of Indemnification. The indemnification hereby provided for the officers and directors of HDH INDUSTRIES, INC. does not exclude any other rights to which an officer or director may be entitled for either an action in such an officer or director's official capacity or an action in another capacity while holding office;

provided that indemnification may not be made to or on behalf of any officer or director if a final adjudication by a court of competent jurisdiction establishes that the acts and omissions of such officer or director involved intentional misconduct, fraud or a knowing violation of the law and were material to the cause of the action.

Benefit. The indemnification and advancement of expenses hereby authorized is continuing and shall inure to the benefit of the heirs, executors and administrators of each such officer and director.

RESOLVED that, subject to the ratification and approval of the shareholders of HDH INDUSTRIES, INC., Section FIRST of the Articles of Incorporation of HDH INDUSTRIES, INC. be amended within the contemplation of NRS 78.385.1(d), to read, in its entirety, as follows:

**FIRST: LAS VEGAS RESORTS CORPORATION shall be the exact name of the corporation.**

and it is further

RESOLVED that a special meeting of the shareholders of HDH INDUSTRIES, INC. be called to be held at 228 South Fourth Street, Las Vegas, Nevada, on September 14, 1987, at the hour of 3:15 o'clock p.m. for the purpose of acting upon the foregoing amendment, of which meeting written notice is hereby directed to be given to each shareholder entitled to vote, unless any shareholders may waive notice and consent in the manner prescribed by NRS 78.370.6 and NRS 78.375, in which event such meeting may be held at any time thereby consented to, in order to consider the ratification and adoption of the foregoing amendment to the Articles of Incorporation; and it is further

RESOLVED that, if at such meeting, shareholders entitled to exercise the majority of the voting power shall, by resolution, ratify, adopt and approve such

amendment to the Articles of Incorporation or, in the alternative, if such shareholders shall consent in writing to the same in accordance with NRS 78.320.1 (in which event the meeting need not be called or noticed and need not be held), the officers of the corporation shall be authorized, empowered and directed to do and perform all acts required, necessary or desirable to carry out the amendment; and the President or a vice president, and the Secretary or an assistant secretary shall prepare and file the certificate required by NRS 78.390.1(b)(c).

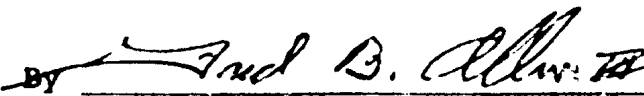
2. Pursuant to NRS 78.320, a formal meeting of the Shareholders of HDH INDUSTRIES, INC. was neither called or noticed; the written consent of the Shareholders entitled to exercise a majority of the voting power was secured on September 14, 1987, unanimously approving, by resolution, the action of the Board of Directors as set forth above.

3. The foregoing resolutions are true, correct and exact copies of the resolutions adopted on September 14, 1987, and the foregoing resolutions are currently in full force and effect and has not been altered, amended, modified, rescinded or revoked.

IN WITNESS WHEREOF, the undersigned President and Secretary of HDH INDUSTRIES, INC. have executed the Certificate of Amendment this 1<sup>ST</sup> day of October, 1987, to take effect as of the date of execution.

HDH INDUSTRIES, INC.

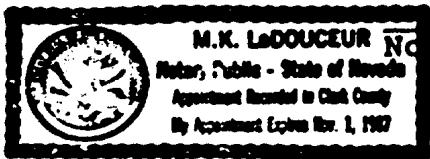
By   
FORREST J. WOODWARD II, President

By   
FRED B. ALLEN III, Secretary

STATE OF NEVADA )  
                          ) ss.  
COUNTY OF CLARK )

On the 1st day of <sup>October</sup> ~~September~~, 1987, before me, the undersigned Notary Public in and for the County of Clark, State of Nevada, personally appeared FORREST J. WOODWARD II and FRED B. ALLEN III, known to me to be the President and Secretary of HDH INDUSTRIES, INC., the persons who executed the foregoing Certificate of Amendment, who acknowledged to me that they executed the foregoing Certificate of Amendment in their capacities as President and Secretary of HDH INDUSTRIES, INC. and that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

*M.K. LaDouceur*



Notary Public in and for Said County and State

DEAN HELLER  
Secretary of State  
208 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684-5788  
WebSite: secretaryofstate.biz

Entity #  
C5540-1986  
Document Number:  
20050472664-36

Date Filed:  
10/10/2005 8:00:31 AM  
In the office of

*Dean Heller*

Dean Heller  
Secretary of State

**Certificate of Amendment**  
(PURSUANT TO NRS 78.388 and 78.390)

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.388 and 78.390 - After Issuance of Stock)

1. Name of corporation: Las Vegas Resorts Corporation

2. The articles have been amended as follows (provide article numbers, if available):

Fourth: The maximum number of shares of all classes which the corporation is authorized to have outstanding is five hundred million (500,000,000) shares, consisting of four hundred ninety five million (495,000,000) shares of common stock, all par value of \$0.01 per share and five million (5,000,000) shares of preferred stock all par value of \$0.01 per share. The holders of stock shall have such rights, preferences and privileges as may be determined, prior to the issuance of such shares, by the Board. On the filing date of the Certificate of Amendment, which shall be the effective date of this Amendment, each 1500 shares of common stock outstanding as of September 20, 2005 shall be changed into 1 share of said common stock (the "Stock Split"). The Stock Split shall not change the par value of the common stock, nor change the authorized number of shares of common stock. Fractional shares will not be issued, but shall be rounded up. Holders of less than 1500 shares shall receive \$0.01 per share

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 213,019,333 of 376,862,000 shares

4. Effective date of filing (optional): \_\_\_\_\_

5. Officer Signature (required): *Dean Heller*

\* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

**SUBMIT IN DUPLICATE**

This form must be accompanied by appropriate fees. See attached fee schedule.

Revised Secretary of State Form 78-388 Amended 2003  
Revised Dec 17/2003

7/9/05 - 10/10/05 CT System Update



DEAN HELLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5708  
 Website: secretaryofstate.biz

Entity #  
**C5540-1986**  
 Document Number:  
**20060089194-39**

Date Filed:  
 2/13/2006 4:03:29 PM  
 In the office of

*Dean Heller*

Dean Heller  
 Secretary of State

**Certificate of Amendment**  
 (PURSUANT TO NRS 78.385 and 78.390)

*Important: Read attached instructions before completing form.*

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation: Las Vegas Resorts Corporation

2. The articles have been amended as follows (provide article numbers, if available):

The Articles of Incorporation of the corporation are hereby amended by deleting Article FIRST in its entirety and substituting the following in lieu thereof:

"FIRST: The name of the corporation is Winner Medical Group Inc "

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 80.84%\*

4. Effective date of filing (optional): \_\_\_\_\_ (must not be later than 90 days after the certificate is filed)

5. Officer Signature (required): *[Signature]*

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*