

George J.F. Werner, Esq.

Attorney at Law
2233 Nursery Road, Suite 1B
Clearwater, Florida 33764

Telephone (727) 539-7854

May 24, 2000

Department of State
Division of Corporations
Attn: Wanda Cunningham
409 East Gaines Street
Tallahassee, Florida 32399

500003267795
-05/26/00--01011--
*****78.75 *****

VIA EXPRESS MAIL: EK451473805US

Re: G U of Tampa, Inc.

Dear Ms. Cunningham:

On behalf of the above-referenced company, I am forwarding an original and one copy of Articles of Incorporation. On behalf of the above-referenced company, I am forwarding, together with a check in the amount of \$78.75 in payment of the following:

Fee for filing Articles of Incorporation	\$35.00
Filing a Certificate designation Registered Agent	35.00
Fee for a certified copy of the Articles of Incorporation	8.75
Total payment	==== \$78.75

Per your conversation with my legal assistant today, thank you for processing same upon receipt and for agreeing to call my office with the document number, once issued. The closing is scheduled for June 1, 2000. I have also enclosed a stamped, self-addressed envelope for your convenience. Thank very much.

Sincerely yours

George J.F. Werner

George J.F. Werner, Esq.
Signed by Elizabeth J. Breslin,
Legal Assistant, at the direction of
George J.F. Werner, Esq.

GJFW/eja
Enclosures

SECRETARY
ALABAMA
MAY 26 PM 1:01

JB

5-26
WC

ARTICLES OF INCORPORATION

OF

G U OF TAMPA, INC.

ARTICLE I: NAME

The name of this corporation shall be G U of Tampa, Inc..

ARTICLE II: DURATION

The corporation shall have a perpetual existence.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in the business of retail clothing sales.

ARTICLE IV: STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is one thousand shares of common stock at one dollar par value per share.

ARTICLE V: BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members

ARTICLE VI: STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is ten thousand shares of common stock at one dollar par value per share.

FILED
00 MAY 26 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The Board of Directors shall have all powers authorized by the laws of the State of Florida and the United States of America. The names and addresses of the Directors constituting the Initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Stuart F. Vickers	1195 57th Street North St. Petersburg, Florida 33710
Tosha Marks-Vickers	1195 57th Street North St. Petersburg, Florida 33710

ARTICLE VI: CORPORATE HEADQUARTERS

The corporate headquarters of this corporation shall be: 5025 East Fowler Avenue, Suite 17, Tampa, Florida 33617.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent office of this corporation shall be: 5025 East Fowler Avenue, Suite 17, Tampa, Florida 33617, and the initial Registered Agent of this corporation shall be Stuart F. Vickers who upon acceptance of said designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended, with respect to keeping an office open for service of process.

ARTICLE VIII: PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of

1) Any stock that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2) Any obligation that the corporation may issue or sell which is convertible in to exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribed or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX: INCORPORATION

The name and address of the persons signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Stuart F. Vickers	1195 57th Street North St. Petersburg, Florida 33710
Tosha Marks-Vickers	1195 57th Street North St. Petersburg, Florida 33710

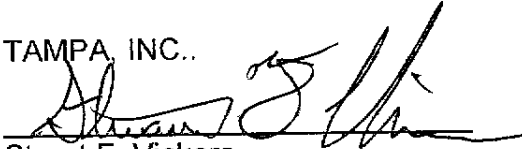
FILED
00 MAY 26 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

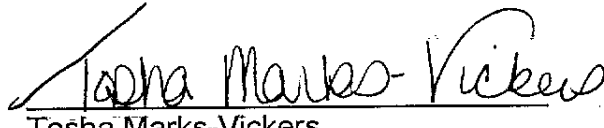
CERTIFICATE OF INCORPORATION

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

I hereby acknowledge the foregoing Articles of Incorporation of G U OF

TAMPA, INC.,

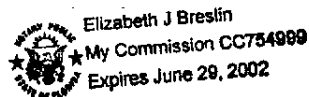

Stuart F. Vickers
Incorporator


Tosha Marks-Vickers
Incorporator

The foregoing Articles of Incorporation of G U OF TAMPA, INC., were
acknowledged before me, this 24th day of May, 2000, by STUART F.
VICKERS and TOSHA MARKS-VICKERS, who are personally known to me, as
incorporators.


Notary Public

My Commission Expires:

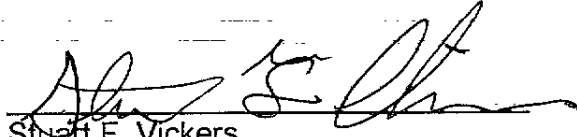


ACCEPTANCE OF REGISTERED AGENT

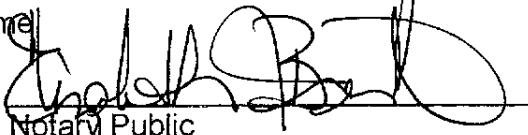
STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

Having been named to accept service of process for G U OF TAMPA,
INC., at the place designated in the Articles of Incorporation, I hereby agree to
act in said capacity, and agree to comply with the provisions of Section 48.091,

Florida Statutes, as amended, relative to keeping open such office, this 24th
day of May, 2000.


Stuart F. Vickers
Registered Agent

Acknowledged before me, this 24th day of May, 2000, by STUART F.
VICKERS, who is personally known to me


Notary Public

My Commission Expires:



Elizabeth J Breslin
My Commission CC754999
Expires June 29, 2002