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June 27, 2000

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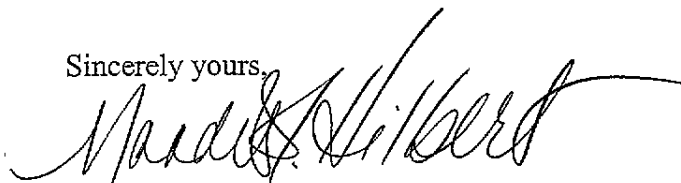
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: GPI Imports, Inc.

To whom it may concern:

Enclosed you will find the original Articles of Incorporation for GPI Imports, Inc., to be filed with your office along with a check in the amount of \$78.75, for Filing Fees, Designation of Registered Agent and a certified copy. Once filed please return the certified copy to this office at the address above. If you have any questions, feel free to contact me.

Sincerely yours,



Mandy J. Hilbert,
Legal Assistant for H. Bart Fleet

/mh
Enclosures (2)
cc: Guglielmo Ianni

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S. Thompson JUL 03 2000

ARTICLES OF INCORPORATION
OF
GPI IMPORTS, INC.

FILED
00 JUN 29 AM 11:14
TALLAHASSEE FLORIDA

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE
CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is GPI IMPORTS, INC. and its principal office and mailing address 529 Highway 98, East, Destin, Florida 32541.

ARTICLE TWO
NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate an import store.

ARTICLE THREE
CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the day of filing.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 1201 Eglin Parkway, Shalimar, Florida 32579.

The registered agent is H. BART FLEET.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Board of Directors and Officers of the corporation are as follows:

Guglielmo Ianni
529 Highway 98, East
Destin, FL 32541

President
Director

Sandra Fallon
500 Stonehedge Drive
Mary Esther, FL 32569

Vice-President, Secretary & Treasurer
Director

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE SEVEN

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person

exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT

REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE

SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN

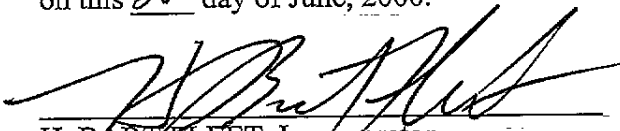
INCORPORATOR

The name and address of the incorporator is :

H. Bart Fleet
1201 Eglin Parkway
Shalimar, FL 32579

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles

on this 28 day of June, 2000.


H. BART FLEET, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared H. BART FLEET, Incorporator, for the purpose of lawfully executing these Articles of Incorporation on this 28 day of June, 2000 who is personally known to me.


Notary Public
My Commission Expires:



Mandy J Cabrera
My Commission CC708937
Expires January 19, 2002

ACCEPTANCE BY THE REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 28th day of March, 2000.


H. BART FLEET, Registered Agent