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August 23, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

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-08/23/00--01113--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Gi Gi's Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office, and our firm's check in the sum of \$78.75 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles, and receipt as soon as possible.

If you have any questions, please feel free to call me.

Very truly yours,

WILKINS, FROHLICH, JONES  
HEVIA, RUSSELL & SUTTER,

W. Kevin Russell

WKR/nle  
Enclosures

FILED  
00 AUG 28 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch AUG 31 2000

FILED

00 AUG 28 AM 10:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation

of

GiGi's Enterprises, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these articles to be delivered to the Department of State, State of Florida for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is GiGi's Enterprises, Inc.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation shall be 109 S.W. Colonial Street, Port Charlotte, Florida 33952. The name of the initial registered agent at such address is GAIL GREENWELL.

ARTICLE 6. - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time

The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

#### ARTICLE 7. - INITIAL DIRECTOR

The name and post office address of the initial director is:

NAME

ADDRESS

GAIL GREENWELL

109 S.W. Colonial Street  
Port Charlotte, FL 33952

#### ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is:

NAME

ADDRESS

GAIL GREENWELL

109 S.W. Colonial Street  
Port Charlotte, FL 33952

#### ARTICLE 9. - AMENDMENT

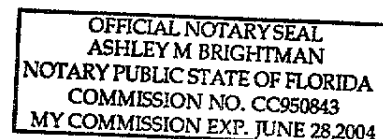
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all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

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name and affixed her seal this 23 day of August, 2000.

Witnesses:

Ashley M. Brightman  
Nancy L. Elliott

Gail Greenwell  
Gail Greenwell



STATE OF FLORIDA:

COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GAIL GREENWELL to me known to be the person described as incorporator or who has produced FDL-6654-296-42-964-0 as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 23 day of August, 2000.

NOTARY PUBLIC:

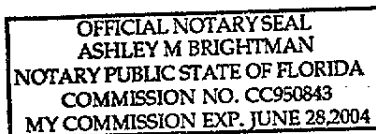
Ashley M. Brightman  
Sign

Ashley M. Brightman  
Print Name

CC950843  
Commission No.

My commission expires:

(Seal)



WILKINS, FROHLICH,  
JONES, HEVIA,  
RUSSELL & SUTTER  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
PORT CHARLOTTE, FLORIDA

FILED

00 AUG 28 AM 10: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

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

GiGi's Enterprises, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 109 S.W. Colonial Street, Port Charlotte, County of Charlotte, State of Florida, has designated GAIL GREENWELL, whose street address is 109 S.W. Colonial Street, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

**GiGi's Enterprises, Inc.**

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
Gail Greenwell