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KRISTOPHER E. FERNANDEZ

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01 FEB -9 PM 2:13
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Febrauryy 7, 2001

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Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: GIO Enterprises, Inc.

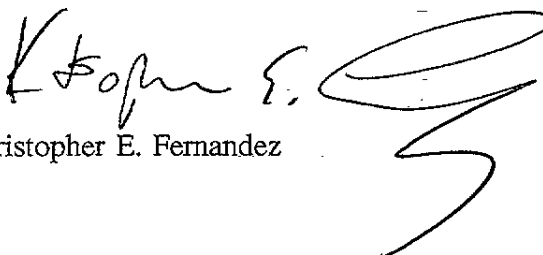
Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Office account check in the amount of \$70.00 to cover the fees for filing the Articles of Incorporation, designation and acceptance by registered agent, and certified copy of document.

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Very truly yours,


Kristopher E. Fernandez

Enclosures

D. BROWN FEB 1 2 2001

ARTICLES OF INCORPORATION

OF

GIO ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a for - profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of the Corporation is:

GIO Enterprises, Inc.

2. TERM OF EXISTENCE

The date when the corporate existence shall commence shall be February 7, 2001 and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which the Corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws.

4. CAPITAL STOCK

The Corporation shall have the authority to issue 100 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTER AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent of the Corporation shall be Kristopher E. Fernandez, Esquire.

The registered office address shall be 307 South Boulevard, Suite D, Tampa, Florida 33606.

The address of the Corporation shall be 2955 Wentworth Way, Tarpon Springs, Florida 34689.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have two members whose name and address are as follows:

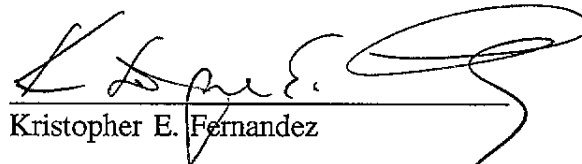
Charles T. Genovese, Jr., 2955 Wentworth Way, Tarpon Springs, Florida 34689
Carol A. Genovese, 2955 Wentworth Way, Tarpon Springs, Florida 34689

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

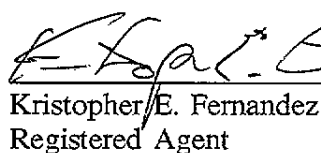
The incorporator of this Corporation is Kristopher E. Fernandez whose address is 307 S. Boulevard, Suite D, Tampa, Florida 33606.

In witness thereof, the undersigned incorporator has executed these Articles of Incorporation this 20th day of February, 2001.


Kristopher E. Fernandez

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for GIO Enterprises, Inc., at 307 South Boulevard, Suite D, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.0501, Florida Statutes.


Kristopher E. Fernandez
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA