

(SAMPLE LETTER OF TRANSMITTAL)
P95000005123
Date January 11, 1995

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

Re: Giacorelli Imports, Inc.
(name of corporation)

300001382753
-01 18/95--01044--018
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Thomas G. Spirelli
(individual's name)
Thomas G. Spirelli

AB 1/20/95

Giacorelli Imports
(name of corporation)

MAILING ADDRESS OF CORPORATION		
20905 LaQuesta Court		
Boca Raton, FL		33428
TALLAHASSEE, FLORIDA		
PHONE		
(407)	451	1542
Area Code	Number	Ext.

1995 JAN 17 PM 12:30

FILED

ARTICLES OF INCORPORATION

of

Giacorelli Imports, Inc.
(name of corporation)

FILED

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

1955 JAN 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Giacorelli Imports, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. Food Importing

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of common Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME <u>Thomas G. Spirelli</u>		
ADDRESS <u>20905 LaOuesta Court</u>		
CITY <u>Boca Raton</u>	FLORIDA	ZIP <u>33428</u>

The name and street address of the Initial Registered Agent of this Corporation is:

NAME <u>Thomas G. Spirelli</u>		
ADDRESS <u>20905 LaOuesta Court</u>		
CITY <u>Boca Raton</u>	FLORIDA	ZIP <u>33428</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME <u>Thomas G. Spirelli</u>		
ADDRESS <u>20905 LaOuesta Court</u>		
CITY <u>Boca Raton</u>	STATE <u>Florida</u>	ZIP <u>33428</u>
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Thomas G. Spirelli		
ADDRESS	20905 LaOuesta Court		
CITY	Boca Raton	STATE	FL ZIP 33428
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11 day of January, 1995.

Thomas G. Spirelli (Seal)
 Thomas G. Spirelli
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
 COUNTY OF Palm Beach) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Thomas G. Spirelli
 Signature
 Thomas G. Spirelli

Form of Identification
 personally known to notary

Signature

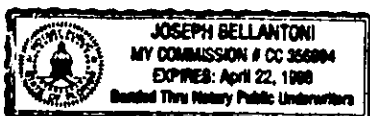
Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY RUBBER STAMP SEAL



Witness my hand and official seal in the County and State last aforesaid this 11th day of January, 1995.

Joseph Bellantoni
 Notary Signature
 Printed Notary Signature Joseph Bellantoni

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

FILED
1995 JAN 17 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Giacorelli Imports, Inc.
(name of corporation)

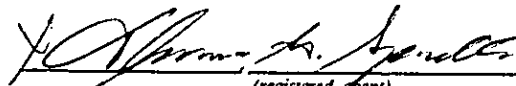
Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 20905 LaOuesta Court
Boca Raton, FL 33428

has named Thomas G. Spirelli
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

Thomas G. Spirelli