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REFERENCE : 622072 5310A

AUTHORIZATION : *Patricia T. T.*

COST LIMIT : \$ 122.50

ORDER DATE : June 19, 1995

ORDER TIME : 9:05 AM

ORDER NO. : 622072

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CUSTOMER NO: 5310A

CUSTOMER: Jackson Boggs, Esq
FOWLER WHITE GILLEN BOGGS
VILLAREAL & BANKER, P.A.
501 E. Kennedy Blvd., ste. 1700
P.O. Box 1438
Tampa, FL 33602

EFFECTIVE DATE

JUN 16 1995

DOMESTIC FILING

NAME: GIUNTA RETAIL PROPERTIES, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denny G. Smith

EXAMINER'S INITIALS:

T. BROWN JUN 19 1995

FILED
95 JUN 19 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

JUN 16 1995

ARTICLES OF INCORPORATION
OF
GIUNTA RETAIL PROPERTIES, INC.

FILED
95 JUN 19 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Giunta Retail Properties, Inc.

The principal office and mailing address of this corporation shall be:

324 Hyde Park Avenue
Suite 215
Tampa, Florida 33606

ARTICLE II

Existence of Corporation

This corporation shall begin existence on June 16, 1995, and shall have perpetual existence.

ARTICLE III

Purpose

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To sue and be sued, complain, and defend in its corporate name.

(b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other

securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares of Class A common capital stock having a par value of \$.10 per share and 99,000 shares of Class B common capital stock having a par value of \$.10 per share. Each of the said shares of Class A common capital stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of the Class B common capital stock shall have no voting rights. Each share of Class A common capital stock and of Class B common capital stock shall participate equally with every other share of such stock in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is E. Jackson Boggs. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Edward F. Giunta II	324 Hyde Park Avenue Suite 215 Tampa, Florida 33606

ARTICLE VIII

Incorporators

The name and address of the incorporator of this corporation is as follows:

Name
E. Jackson Boggs

Address
501 East Kennedy Boulevard
Suite 1700
Tampa, Florida 33602

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


E. Jackson Boggs

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th
day of June, 1995, by E. JACKSON BOGGS, who is
personally known to me or who has produced N/A as
identification.

Deborah L. Baker
Deborah L. Baker
Print Name

Notary Public

My Commission Expires:



DEBORAH L. BAKER
My Commission CC288225
Expires Jan. 30, 1997
Bonded by ABE
800-852-6872

CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature *E. Jackson Boggs*
E. Jackson Boggs
Registered Agent

Date *June 16, 1995*

E/B/db/2484

FILED
95 JUN 19 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA