

COTON, KILGORE & LAVIGNE, P.A.

P95000047888

ATTORNEYS AT LAW

Mailing Address

Street Address

Tampa Office

P.O. Box 4838

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Tampa, Florida

5005 W. Laurel St.

LUIS D. COTON

33677-4838

Tampa, FL 33607

ROBERT A. CANNELLA

TEL: (813) 288-8111

FAX: (813) 288-8312

June 9, 1995

UPS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

80001515578
-06/16/95--01076--009
***+122.50 ***+122.50

DATE
06-09-95

Re: FLORIDA-GULF RETAILER, INC.
Filing of Articles of Incorporation

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for FLORIDA-GULF RETAILER, INC., for filing with your Division.

Also enclosed is my firm check in the total amount of \$122.50 representing payment for your services as follows:

- A. Filing Fee of \$35.00
- B. Registered Agent Fee of \$35.00
- C. Certified Copy \$52.50

Please accept the Articles of Incorporation for filing. Note that the effective date is June 9, 1995.

Thank you for your kind attention to and assistance in this matter.

Sincerely,


LUIS D. COTON, ESQUIRE

LDC/ms

11-20-95

6-20-95
PDX

06.09.95

ARTICLES OF INCORPORATION
OF
FLORIDA-GULF RETAILER, INC.

Article I

Name

The Name of this Corporation is FLORIDA-GULF RETAILER, NC.

Article II

Duration

Corporate existence shall begin on JUNE 9, 1995. The Corporation shall have perpetual existence.

Article III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

Article IV

Capital Stock

The amount of capital stock authorized shall consist of 10,000 shares of common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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Article VI

Voting

The number of votes required for amending these Articles of Incorporation shall be a majority of the stock entitled to vote on the amendment.

Article VII

Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal base of business located at 1005 W. Busch Blvd., Suite 105, Tampa, FL 33612 has named Luis D. Coton, Esquire, located at Suite 211 - 5005 W. Laurel Street, Tampa, Florida 33607, as its agent to accept services of process within the State.

Section 2. Suite 211 - 5005 W. Laurel Street, Tampa, Florida 33607, is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and Luis D. Coton, Esquire, is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VIII

Incorporators

The name and street address of the Incorporator is Amanda Sanchez, Suite 211 - 5005 W. Laurel Street, Tampa, Florida 33607.

Article IX

Board of Directors

Section 1. This Corporation initially shall have two directors.

The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and address of the first members of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the

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Corporation or until his successors are elected and qualified, are:

Mr. Mohammad Rajaei	9616 S.W. 67th Drive Gainesville, FL 32609
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Mr. Mahmoud Daneshvar	9616 S.W. 67th Drive Gainesville, FL 32609
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All of the directors of the Corporation shall be at least eighteen (18) years of age.

Section 3. When directors for this Corporation are elected, each stockholder shall have the number of votes obtained by multiplying the number of directors to be elected at that time by the number of shares of stock owned by the stockholder. The stockholder may cast the votes in whatever numbers the stockholder selects for one or more of the nominees.

Article X

Initial Officers

The initial officers of the corporation who shall serve until their successors are elected shall be:

Mr. Mohammad Rajaei - President & Secretary

Article XI

Additional Provisions

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors are hereby adopted as a part of these Articles of Incorporation:

a. The Board of Directors from time to time shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or documents of the Corporation except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding any office in this Corporation.


c. The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable

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conditions by way of security upon the issuance of new certificates therefore.

d. No contract or other transaction between the Corporation and any other person or other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or as a director or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the Corporation with any person, persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director of the Corporation is a party to or interested in such contract, act or transaction or in any way connected with such person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this Contract and with the Corporation for the benefit of themselves or any firm, association or corporation in which he may be in any way interested; and director of the corporation may vote upon any contracts or transactions between the corporation or any subsidiary or controlled company without regards to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the above named Incorporator has set her hand and seal this 9TH DAY OF JUNE, 1995.


AMANDA SANCHEZ

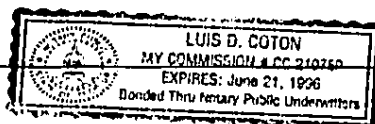
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by Amanda Sanchez this 9th day of June, 1995.


NOTARY PUBLIC, State of Florida At Large

My Commission Expires:

(SEAL)



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CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, FLORIDA-GULF RETAILER, INC., at the registered office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation and agrees to act in said capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties thereby.

DATED: June 9, 1995



LUIS D. COTON, ESQUIRE