

SCIARRETTA & SCHNER, P.A.
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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Business and Taxation Planning
Civil and Commercial Litigation
Condominium and Homeowners Assoc.
Probate Administration
Trusts and Estate Planning

August 3, 1995

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

RE: GIANT ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed you will find a check in the amount \$122.50 as payment for all initial fees due in order to create and certify the above referenced corporation.

Also, enclosed you will find one original and one photocopy of the fully executed of Articles of Incorporation for GIANT ENTERPRISES, INC..

Please return a certified copy of the Articles of Incorporation, once filed, to me at our address set forth above. A pre-paid Federal Express return envelope has been enclosed for your convenience.

Should you have any further questions or comments as regards this matter, please do not hesitate to contact me at my toll-free telephone number 1-800-545-8454.

Sincerely,

SCIARRETTA & SEHNER, P.A.

~~STEVEN A. SCIARRETTA, ESQ.~~

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WHS-15773



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1995

STEVEN A. SCIARRETTA ESQ.
ONE LINCOLN PLACE 1900 GLADES ROAD
STE 355
BOCA RATON, FL 33431

SUBJECT: GIANT ENTERPRISES, INC.
Ref. Number: W95000015793

We have received your document for GIANT ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 795A00036814

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Business and Taxation Planning
Civil and Commercial Litigation
Condominium and Homeowners Assoc.
Probate Administration
Trusts and Estate Planning

Federal Express Overnight

Terri Buckley
Florida Dept. of State
409 E. Gaines St.
Tallahassee, FL 32399

RE: GIANT ENTERPRISES, INC.
REF # W95000015793

Dear Terri:

Thank you for speaking with me earlier today in order to comply with your letter dated August 7, 1995.

Since the name Giant Enterprises, Inc. is unavailable, my clients would like to be incorporated under the name LOUIS & ABRAHAM, INC.

Enclosed is the corrected paperwork for incorporation purposes.

Should you have any questions, please feel free to contact me.

Sincerely,

SCIARRETTA & SCHNER, P.A.


KAREN M. SCIARRETTA, ESQ.

KMS/PD
ENCLOSURE

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is LOUIS & ABRAHAM, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
1900 Glades Road
Suite 355
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1900 Glades Road, Suite 355, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Steven A. Sciarretta, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the corporation. The name and address of the initial Director is:

Steven A. Sciarretta, Esquire
1900 Glades Road
Suite 355
Boca Raton, Florida 33431

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Steven A. Sciarretta, Esquire
1900 Glades Road
Suite 355
Boca Raton, FL 33431

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

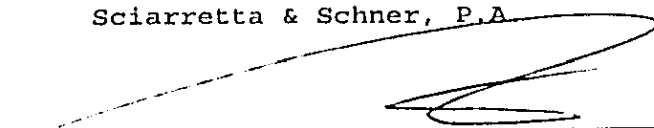
ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated this 3rd day of August, 19 95.

Sciarretta & Schner, P.A.


By: Steven A. Sciarretta, Esquire,
Incorporator