

P95000062804  
GIFRAN CORPORATION

Robert F. Graviss, Jr.  
President

3837 Northdale Boulevard, Suite 323  
Tampa, FL 33624  
Telephone (813) 969-2294

August 11, 1995

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

000001559600  
-08/14/95--01053--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Division of Corporations:

Enclosed please find the Articles of Incorporation for Gifran Corporation, along with a check in the amount of \$70.00 representing the Filing Fee and Designation of Registered Agent Fee.

Also enclosed is a photocopy of the Articles of Incorporation. Please return this to me with the filing date stamped on it.

If you have any question with regard to the above, please contact me at the above address.

Thank you,

*Robert F. Graviss, Jr.*  
Robert F. Graviss, Jr.

8/15/95  
JD

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
AUG 14 1995

**ARTICLES OF INCORPORATION  
OF THE  
Gifran Corporation**

**ARTICLE I - NAME**

The name of this corporation is the **Gifran Corporation**.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value stock which shall be designated at "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The principal address of the corporation and the address of the initial registered office are both **3837 Northdale Boulevard, Suite 323, Tampa, FL 33624**, and the name of the initial registered agent of this corporation at that address is **Robert F. Graviss, Jr.**

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Robert F. Graviss, Jr.  
3837 Northdale Boulevard, Suite 323  
Tampa, FL 33624

#### ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Robert F. Graviss, Jr., 3837 Northdale Boulevard, Suite 323, Tampa, FL 33624.

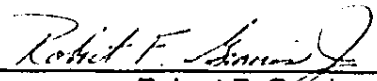
#### ARTICLE IX - INDEMNIFICATION

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, by a majority vote of the Board of Directors, 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 11th day of August 1995.

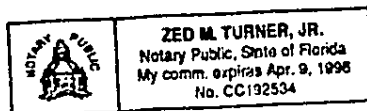
  
Robert F. Graviss, Jr.  
Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Robert F. Graviss, Jr., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation,

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 11th day of August, 1995.

  
NOTARY PUBLIC, State of Florida  
at Large  
My commission expires:



**CERTIFICATE DESIGNATING  
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is the : Gifran Corporation
2. The name and address of the registered agent and office is:

Robert F. Graviss, Jr.  
3837 Northdale Boulevard, Suite 323  
Tampa, FL 33624

SIGNATURE

Robert F. Graviss, Jr.

TITLE

President

DATE

8/11/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Robert F. Graviss, Jr.

(Registered Agent)

DATE

8/11/95

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that the Gilfran Corporation, desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 3837 Northdale Boulevard, Suite 323, Tampa, FL 33624, has named Robert F. Graviss, Jr. as its agent to accept service of process within Florida.

DATED: 8/21/95

Robert F. Graviss, Jr.  
Robert F. Graviss, Jr., President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Robert F. Graviss, Jr.  
Robert F. Graviss, Jr., Registered Agent