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** Also admitted in Iowa

† Also admitted in Michigan

† Board Certified
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April 3, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

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-04/03/96--01058--013
***122.50 ***122.50

Re: Germain Imports of Naples, Inc.
Our File Number: 3325.001

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Germain Imports of Naples, Inc. together with our check in the sum of \$122.50 which sum represents your filing fee.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you very much for your attention and consideration.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning

Leslie L. Browning
Legal Assistant
/lib

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -8 AM 11:48

ag 4/12/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
GERMAIN IMPORTS OF NAPLES, INC.**

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is Germain Imports of Naples, Inc. The address of the Corporation is 13315 North Tamiami Trail, Naples, Florida 33963.

ARTICLE II

DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI

INCORPORATOR

The name and address of the sole Incorporator is Kim Patrick Kobza, Treiser, Kobza & Volpe, Chartered, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940.

ARTICLE VII

BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

ARTICLE VIII

BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have three (3) Directors initially, and the name and address of such initial Directors are as follows:

Mr. Robert L. Germain, Sr.
13315 North Tamiami Trail
Naples, Florida 33963

Mr. Robert L. Germain, Jr.
13315 North Tamiami Trail
Naples, Florida 33963

Mr. Stephen Germain
5777 Scarborough Boulevard
Columbus, Ohio 43232

ARTICLE IX

CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a

member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

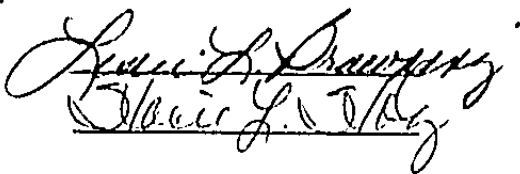
The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

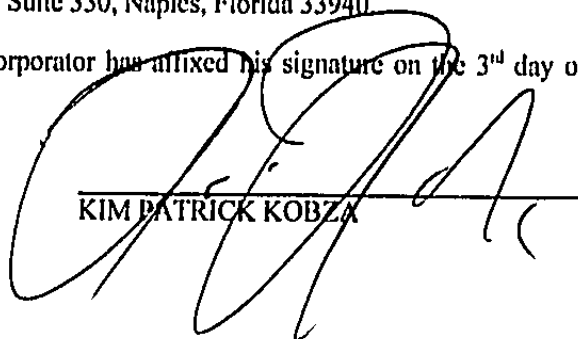
ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Kim Patrick Kobza, and the address of the registered office is 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 3rd day of April, 1996.


Kevin D. Dransky

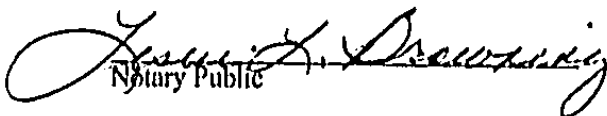

KIM PATRICK KOBZA

STATE OF FLORIDA
COUNTY OF COLLIER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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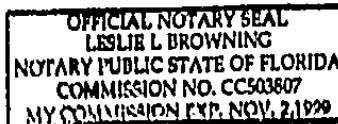
The foregoing instrument was acknowledged before me this 3rd day of April, 1996 by KIM PATRICK KOBZA, who is personally known to me (or has produced _____ as identification) and did take an oath.


Notary Public

Typed, Printed or Stamped Name
Commission No: _____

My Commission Expires:

My Commission No. is:



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 3rd day of April, 1996.


KIM PATRICK KOBZA