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ATTORNEYS AT LAW

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July 16, 1996

Via Federal Express

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

7.16.96

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07/17/96--00085--013
****122.50 ****122.50

Re: Luigi B. G. of Largo, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,


J. KEVIN DRAKE

JKD/tlp
Encls.

FILED
95 JUL 17 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-19-96
128

EFFECTIVE DATE
7-16-76

ARTICLES OF INCORPORATION
OF
LUIGI B. G. OF LARGO, INC.

FILED
JUL 17 AM 11:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

LUIGI B. G. OF LARGO, INC.
2401 West Bay Drive
Suite 421B
Largo, Florida 34640

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue THREE HUNDRED (300) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2401 West Bay Drive, Suite 421 B, Largo, Florida 34640, and the name of the initial registered agent of this Corpora-

tion at that address is J. KEVIN DRAKE.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

DONALD SWIRSKY
LYNNE SWIRSKY
MARK LAIRD
Address:
2401 West Bay Drive
Suite 421B
Largo, Florida 34640

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Three (3) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

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

J. KEVIN DRAKE
Address:
1343 Main Street
Suite 204
Sarasota, Florida 34236

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

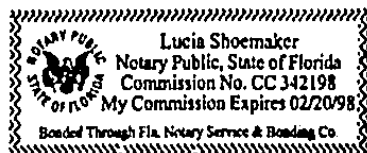
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of July, 1996.




J. KEVIN DRAKE
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me this 16 day of July, 1996, by J. KEVIN DRAKE, who is personally known to me or who produced _____ as identification and who did not take an oath.





Notary Public
Print Name: _____
My Commission expires: _____
[SEAL]

NOTARY PUBLIC
Print Name: _____
My Commission expires: _____
[SEAL]