

120 HAYS STREET
TAMPA, FL 33602
000-42-0086
P96000071009



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 064955 5315A

AUTHORIZATION :

Patricia Piquette

COST LIMIT : \$ 122.50

STATE
SECRETARY OF
CORPORATIONS
96 AUG 25 PM 9:21

ORDER DATE : August 26, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 064955

CUSTOMER NO: 5315A

800001932128

CUSTOMER: Nelson T. Castellano, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: GIESCO CHAMPIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

JF 8/27/96

DIVISION OF CORPORATION

96 AUG 26 PM 4:25

RECEIVED

ARTICLES OF INCORPORATION
OF
GIESCO CHAMPIONS INC.

FILED
CLERK OF STATE
INCORPORATIONS
96 AUG 26 AM 9:27

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Giesco Champions Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1 Place Villa Marie
Suite 3835
Montreal, Quebec, Canada H3B 4M6

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be:

100,000 shares of common stock, par value \$1.00 per share (the "Common Stock"); and

5,000,000 shares of preferred stock, par value \$1.00 per share (the "Preferred Stock").

(b) The designation, relative rights, preferences and liabilities of each class of stock, itemized by class, shall be as follows:

(1) *Common Stock.*

(i) *Voting Rights.* Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of stockholders, except matters required to be voted on exclusively by holders of Preferred Stock.

(ii) *Dividends.* The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for.

(iii) *Liquidation.* In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of this corporation, the assets and funds of this corporation available for distribution to stockholders, and remaining after the payment to holders of Preferred Stock of the amounts to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares. A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up subject to this section.

(2) *Preferred.*

(i) *Voting rights.* Except as otherwise provided by the Florida Business Corporation Act, the holders of Preferred Stock shall have no voting rights.

(ii) *Dividends.* The holders of Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends at a rate of \$.06 per share per annum. Dividends on the Preferred Stock shall be paid before any dividends are paid upon any other stock of this corporation. If such dividends are not declared and paid currently on Preferred Stock, such dividends shall not accrue and shall not be cumulative. If such dividends are paid in any fiscal year,

holders of Preferred Stock shall not be entitled to participate in any additional dividends declared and paid in such fiscal year.

(iii) *Liquidation.* Upon any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of this corporation, before any distribution or payment shall be made to the holders of Common Stock, the holders of the Preferred Stock shall be entitled to be paid \$1.00 per share, plus any accrued and unpaid dividends thereon. Such amount shall be paid in cash or in property taken at its fair value, or both, at the election of the Board of Directors. After such payment in full to the holders of Preferred Stock, all remaining assets and funds of the corporation shall be distributed among the holders of Common Stock, according to their respective shares. If the net assets of this corporation are insufficient to permit the payment in full to the holders of Preferred Stock, then the entire net assets of this corporation shall be distributed among the holders of the Preferred Stock ratably in proportion to their respective shares. A consolidation or merger of this corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up subject to this section.

(iv) *Redemption.* The Preferred Stock shall be redeemable, in whole or in part, solely at the option of this corporation by resolution of its Board of Directors, at any time and from time to time after the filing of these Articles of Incorporation and in such manner as determined by the Board of Directors of this corporation. Shares of Preferred Stock shall be redeemed at a per share price equal to \$1.00 for each share of Preferred Stock, plus any accrued and unpaid dividends thereon, if any, up to the date fixed for redemption. Notice of the intent to redeem and the date and manner of redemption shall be mailed to the record holders of the Preferred Stock not less than 30 days prior to the date of redemption. Shares redeemed in accordance with this section shall constitute authorized but unissued shares of Preferred Stock.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(d) The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2700 Barnett Plaza, 101 E. Kennedy Blvd., Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Richard H. Sollner. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

Name

Lloyd Sheiner

Address

1 Place Villa Marie
Suite 3835
Montreal, Quebec, Canada H3B 4M6

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Richard H. Sollner

Address

2700 Barnett Plaza
101 E. Kennedy Boulevard
Tampa, FL 33602

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



RICHARD H. SOLLNER

GIESCO CHAMPIONS INC.

FILED
STATE
CORPORATIONS

ACCEPTANCE OF SERVICE AS REGISTERED AGENT 96 AUG 26 AM 9:27

The undersigned, Richard H. Sollner, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of August, 1996.



RICHARD H. SOLLNER

P9600071009
RECEIVED



96 OCT -1 AM 11:30

DIVISION OF 60800000032
ACCOUNT NO. 60800000032

REFERENCE : 104755 5315A
AUTHORIZATION : *Patricia Pizant*
COST LIMIT : \$ 87.50

ORDER DATE : October 1, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 104755

700001961347

CUSTOMER NO: 5315A

CUSTOMER: Nelson T. Castellano, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: GIESCO CHAMPIONS INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: *[Signature]*

FILED
96 OCT -1 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amendment
10/01/96
DC*

FILED
96 OCT -1 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
GIESCO CHAMPIONS INC.**

Giesco Champions Inc., a corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete Article II, Section (b)(2)(iv) of Article IV and Article VII of the Articles of Incorporation and to substitute in its place the following:

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

3360 East Bay Drive
Largo, FL 36461

ARTICLE IV

Capital Stock

(iv) *Redemption.* The Preferred Stock shall be redeemable, in whole or in part, at any time and from time to time after the filing of these Articles of Incorporation, 1) at the option of this corporation by resolution of its Board of Directors or 2) at the option and upon written demand of the record holder of such shares. Shares of Preferred Stock shall be redeemed at a per share price equal to \$1.00 for each share of Preferred Stock, plus any declared and unpaid dividends thereon, if any, up to the date fixed for

redemption. Shares of Preferred shall be redeemed in such manner as determined by the Board of Directors of this corporation and notice of the intent to redeem and the date and manner of redemption shall be mailed to the record holders of the Preferred Stock not less than 30 days prior to the date of redemption. Shares redeemed in accordance with this section shall constitute authorized but unissued shares of Preferred Stock.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be all of the number of directors determined from time to time to comprise the Board of Directors, and the act of all of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

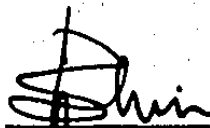
2. This amendment to the Articles of Incorporation was approved by unanimous written consent of the stockholders on the 9th day of September, 1996, and such vote of the stockholders was sufficient for approval of this amendment.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

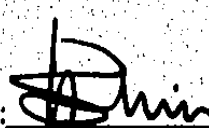
IN WITNESS WHEREOF, Giesco Champions Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President and Secretary this 9th day of September, 1996.

ATTEST:

GIESCO CHAMPIONS INC.



Lloyd Sheiner, Secretary

By: 

Lloyd Sheiner, President



THE UNITED STATES
CORPORATION
COMPANY

P96000071009

ACCOUNT NO. : 072100000032

REFERENCE : 259730 5315A

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : February 13, 1997

ORDER TIME : 1:24 PM

ORDER NO. : 259730-010

CUSTOMER NO: 5315A

CUSTOMER: Nelson T. Castellano, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

600002067446--1

FILED
97 FEB 13 PM 4:45
SECRETARY OF STATE
TREASURER OF FLORIDA

DOMESTIC AMENDMENT FILING

NAME: GIESCO CHAMPIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS

RECEIVED
97 FEB 13 PM 3:33
DIVISION OF CORPORATION

AM
KFE 2/14

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
GIESCO CHAMPIONS INC.**

97 FEB 13 PM 4:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Giesco Champions Inc., a corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete Section (a) of Article IV of the Articles of Incorporation and to substitute in its place the following:

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be:

100,000 shares of common stock, par value \$.01 per share (the "Common Stock"); and

5,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").


2. This amendment to the Articles of Incorporation was approved and adopted by written consent of the sole director on the 7 day of January, 1997, and no vote of the stockholders was required.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

IN WITNESS WHEREOF, Giesco Champions Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed this 7 day of January, 1997.

ATTEST:

GIESCO CHAMPIONS INC.



Lloyd Sheiner, Secretary

By: 

Lloyd Sheiner, Director