

P960000 72393

LAW OFFICES

CHESSER, WINGARD, BARR, WHITNEY,
FLOWERS & FLEET, P. A.

D. MICHAEL CHESSER
HARRY C. BARR
BOBBY L. WHITNEY, JR.
MICHAEL A. FLOWERS
H. BART FLEET

1801 EGLIN PARKWAY
SHALIMAR, FLORIDA 32670

(904) 681-0044
FAX (904) 681-8084

J. D. WINGARD, JR.
(OF COUNSEL)

July 11, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Fl. 32314

100001894281
-07/16/96--01057--011
****122.50 ****122.50

RE: Articles of Incorporation
for G & G Sales, Inc.

Dear Secretary of State:

Enclosed are the original and one (a) copy of Articles of Incorporation for G & G Sales, Inc., to be filed with the Secretary of State. I have also enclosed a check in the amount of \$122.50 to cover the following fees:

a. Profit corporation filing fee	\$ 35.00
b. Registered Agent designation	\$ 35.00
c. Certified copy of Articles	\$ 52.50

Total \$122.50

Thank you for your attention in this matter. If you have any questions, or if any problem should arise, please contact me at the number listed above.

Sincerely,

Elizabeth M. Rudd

Elizabeth M. Rudd, CLA

cc: Ronald Gugliotta

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 16 1996
TALLAHASSEE, FLORIDA

LAW OFFICES
CHESSER, WINGARD, BARR, WHITNEY,
FLOWERS & FLEET, P. A.

D. MICHAEL CHESSER
HARRY E. BARR
BOBBY L. WHITNEY, JR.
MICHAEL A. FLOWERS
H. BART FLEET

1201 COLIN PARKWAY
SHALIMAR, FLORIDA 32670

(904) 881-0844
FAX (904) 881-0884

J. D. WINGARD, JR.
(OF COUNSEL)

August 23, 1996

Florida Department of State
Division of corporations
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Reference Number W96000014910

Dear Secretary of State:

I am enclosing revised Articles of Incorporations, changing the company name to G & G Sales of North America, Inc. I am also enclosing a copy of the letter from your department informing us that G & G Sales, Inc. was not available.

Thank you for your assistance in this matter.

Sincerely,



Elizabeth M. Rudd, CLA

/emr
Enclosures
cc: Ron Gugliotta



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 17, 1996

ELIZABETH M. RUDD
1201 EGLIN PARKWAY
SHALIMAR, FL 32579

SUBJECT: G & G SALES, INC.
Ref. Number: W96000014910

We have received your document for G & G SALES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6931.

Garrett Bianton
Document Specialist

Letter Number: 896A00034591

ARTICLES OF INCORPORATION
OF
G & G Sales of North America, Inc.

RECEIVED
STATE
SECRETARY
JAN 10 1969
PM 12:35

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is G & G Sales of North America, Inc., and its principal office and mailing address is Post Office Box 5158, Navarre, Florida, 32566.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate a marketing business.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class.

ARTICLE FOUR

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE FIVE

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 10101 Palencia Circle, Navarre, Florida 32566. The registered agent is Ronald Gugliotta.

ARTICLE SIX

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial board of directors of the corporation are as follows:

Ronald Gugliotta
Post Office Box 5158
Navarre, Florida 32566

Ginger Gugliotta
Post Office Box 5158
Navarre, Florida 32566

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE SEVEN
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE EIGHT
REMOVAL OF DIRECTOR

Any director may be removed with or without cause by a vote of the holders fifty-one percent (51%) of the shares then entitled to vote at a special meeting of the shareholders called for that purpose.

ARTICLE NINE
SHAREHOLDER QUORUM

The presence, in person or by proxy, of shareholders holding of record fifty-one percent (51%) of the total number of shares of the Corporation, then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business at any meetings of shareholders of the Corporation.

ARTICLE TEN
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority (51%) of the stock entitled to vote, unless all of the directors and all of the

stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE ELEVEN


INCORPORATOR

The name and address of the incorporator is :

Ronald Gugliotta
Post Office Box 5158
Navarre, Florida 32566

RECEIVED
STATE OF FLORIDA
CORPORATION
DIVISION
06 AUG 29 PM 12:26

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on 8/26/96, 1996.



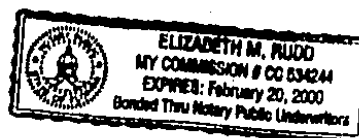
Ronald Gugliotta, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared **Ronald Gugliotta**, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.

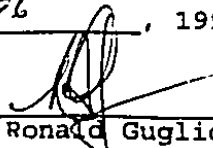


Elizabeth M. Rudd
Notary Public

My Commission Expires:

ACCEPTANCE BY THE REGISTERED AGENT

I, **Ronald Gugliotta**, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on 8/26/96, 1996.



Ronald Gugliotta, Registered Agent