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May 13, 1997
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

400002177204--7
-05/13/97--01095--011
****122.50 ****122.50

Re: Giardina Properties, Inc..

Dear Division of Corporations:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 to cover the filing fee. Please return a certified copy of these Articles to the above address as soon as the originals have been filed.

Thank you. If you have any questions, kindly contact the undersigned.

Very truly yours,

BARBIERI & SCRENCI, P.A.

Steven C. Rubino

Steven C. Rubino
For the Firm

SCR:kb
Enclosures

cc: Salvatore V. Giardina

FILED
97 MAY 13 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of Giardina Properties, Inc.

FILED
97 MAY 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **Giardina Properties, Inc.**

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

ARTICLE IV PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS

The principal address and the initial registered office of the corporation is **1033 Boca Cove Lane, Highland Beach, Florida 33487** and the name of the initial registered agent of the corporation at that office is **Salvatore V. Giardina**.

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Giardina Properties, Inc.
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ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VII
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII
BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR

The name and address of the initial directors of the corporation are **Salvatore V. Giardina** and **Phyllis M. Giardina** of **1033 Boca Cove Lane, Highland Beach, Florida 33487**.

ARTICLE IX
BY-LAWS

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

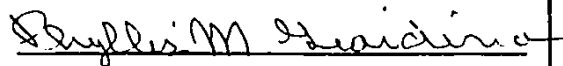
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**ARTICLE X
SUBSCRIBERS**

The name and street address of the subscribers to these Articles of Incorporation are **Salvatore V. Giardina and Phyllis M. Giardina of 1033 Boca Cove Lane, Highland Beach, Florida 33487.**

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of April, 1997.


Salvatore V. Giardina


Phyllis M. Giardina

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Salvatore V. Giardina, Registered Agent

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STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Salvatore V. Giardina** and **Phyllis M. Giardina** to me known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this
2nd day of April, 1997.


Notary Public

