

P970000 82196

Department of Corporations

Tallahassee, Fl.

Honorable Secretary of State

Please find enclosed the corporate Charter for GUYCO DISCOUNT
PRODUCTS AND SUPPLIES, INC. and a check to cover cost of filing
same. Your prompt attention to this matter is greatly appreciated

Respectfully,


Charles R. Knapp

Ck # 1582



C. R. Knapp
3433 Cesery Blvd.
Jacksonville, FL 32277

443-8069
FROM
into.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 25, 1997

C.R. KNAPP
3433 CESERY BLVD
JACKSONVILLE, FL 32277

SUBJECT: GUYCO DISCOUNT PRODUCTS AND SUPPLIES. INC.
Ref. Number: W97000019667

We have received your document for GUYCO DISCOUNT PRODUCTS AND SUPPLIES. INC. and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 597A00042806

Division of Corporations
P.O.B 6327 Tallahassee, Florida 32314

Gentlemen:

Re: Guyco Discount Products
and Supplies, Inc.

I have checked all the pages in this Certificate of Incorporation
and cannot find where the name was not identical throughout the
document.

Please file same or indicate where the change occurred.

Respectfully,

A handwritten signature in cursive script, appearing to read "Charles R. Knapp".

Charles R. Knapp

Registered Agent.

ARTICLES OF INCORPORATION
OF

~~GUICO DISCOUNT PRODUCTS, INC.~~

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of the corporation shall be ~~GUICO DISCOUNT PRODUCTS~~
~~AND SUPPLIES, INC.~~ hereinafter referred to as the corporation.

ARTICLE TWO

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

(a) To purchase at wholesale and retail all types of food stuffs, machinery, building materials, motor equipment and any other supplies that may be sold within and without the country for profit.

(b) To construct various types of buildings which would include houses for private persons, buildingd for commercial use, and to developpe lands for various housing projects.

(c) To design and manufacture items of furniture and fixtures required and needed to furnish apartments, homes and shopping centers.

(d) To buy, sell, trade, manufacture, deal in and trade wares goods and merchandise of every kind and nature and to carry on such businesses as wholesalers, retailers, importers and exporters

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DIVISION OF
TALLAHASSEE, FLORIDA

to acquire all such merchandise, supplies, materials and other articles as shall be necessary and incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in conducting the business of the corporation and to have any and all powers above set forth as fully as natural persons, whether as principals, agents or otherwise.

(e) To carry on the business of a holding company and to purchase and acquire merchantile or commercial business, trade or enterprises permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise that will profit the corporation.

(f) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or any other lawful purpose of its incorporation. To issue bonds, promissory notes, bills of exchange debentures and other obligations and evidences of indebtedness and to secure the same by mortgage or mortgages, deed or deeds of trust. pledge or lien upon any and all of the property, rights, privileges, or franchises of the corporation wheresoever situated, acquired or to be acquired, to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes or obligations in such manner and upon such terms as the Board of Directors may deem judicious.

(g) To acquire by purchase, suscription or otherwise and to hold for investment, to own, hold, sell, vote and handle shares of stock in other corporations.

(h) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this

corporation and in conformity with the Laws of the State of Florida. To hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation and to have any and all powers above set forth as fully as natural persons whether as principals, agents, trustees or otherwise.

(i) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

(j) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, things or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same is consistent with the laws under which this corporation is organized.

ARTICLE THREE

The total number of shares of capital stock which may be issued by the corporation is Five million (5,000,000) shares at one cent (0.01) par value all of which shall be payable in cash, property, labor or services at a just value to be fixed by the Board of Directors at a meeting called that purpose.

ARTICLE FOUR

The amount of capital with which this corporation shall commence business with is Five Thousand (\$5,000.00) dollars.

ARTICLE FIVE

The highest amount of indebtedness to which this corporation may obligate itself will be Five Million (\$5,000,000.00) dollars

ARTICLE SIX

The principal place of business of the said corporation shall be: 3433 Cesery Blvd Blvd, Jacksonville, Florida 32277

with the privilege of having branch offices at any other place within and without the State of Florida.

ARTICLE SEVEN

The affairs of the corporation shall be conducted by a Board of Directors of not less than three (3) nor more than eight (8) directors who need not be stockholders.

ARTICLE EIGHT

The name and post office addresses of the First Board of Directors of this corporation who shall hold office for the first year or until successors are chosen are

| | | |
|---------------------|---------------|--|
| President/Director | GUY WILSON | 3183 Brachenbury Lane Jacksonville, Fl. 32225 |
| Vice Pres/Dir. Sec. | LOUISE WILSON | 3183 Brachenbury Lane Jacksonville, Fl. 32225 |
| Treas/Dir. | MAX WILSON | 6609 Blackwood Drive Jacksonville, Fl. 32211 |

ARTICLE NINE

The existance of this corporation shall be perpetual.

ARTICLE TEN

The registered agent for the said corporation shall be:
Charles R. Knapp and said address of the registered agent shall be
3433 Cesery Blvd. Jacksonville, Fl. 32277

ARTICLE ELEVEN


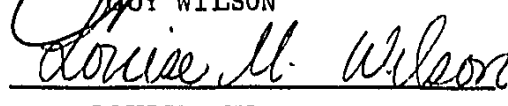
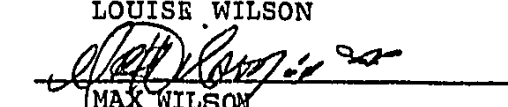
The names and Post Office addresses of each subscriber and the number of shares each agree to take are:

| NAME | NO. OF SHARES | ADDRESS |
|---------------|---------------|--|
| GUY WILSON | 10,000 | 3183 Brachenbury Lane Jacksonville, Fl. 32225 |
| LOUISE WILSON | 4,000 | 3183 Brachenbury Lane Jacksonville, Fl 32225 |
| MAX WILSON | 1,000 | 6609 Blackwood Drive Jacksonville, Florida |

ARTICLE TWELVE

The stockholders of this corporation may enter into such stockholders and trustee agreements as they may see fit wherein and whereby such stockholders may limit their rights by birtue of stockholder and trustee agreement.

IN WITNESS WHEREOF, WE the undersigned subscribers to this corporation have hereunto set our hands and seals this 13 day of August 1997 A.D. for the purpose of forming this corporation under the Laws of the State of Florida and we hereby make and file in the office of the Secretary of State of the State of Florida ,this certificate of Incorporation and to certify that the facts herein stated are true


GUY WILSON

LOUISE WILSON

MAX WILSON

STATE OF FLORIDA

COUNTY OF DUVAL

Before me this day personally appeared WILSON, LOUISE WILSON and MAX WILSON. to me known to be the individuals described in and who executed the foregoing Certificate of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.



this 13 day of August 1997.

Riveau Michele
Notary Public

I, Charles R. Knapp do hereby acknowledge my appointment as Registered Agent for the ~~GUYCO DISCOUNT PRODUCTS AND SUPPLIES INC.~~ and I do affix my signature to these papers of incorporation

Charles R. Knapp
Charles R. Knapp

STATE OF FLORIDA

COUNTY OF DUVAL

Before me this 22nd day of August 1997 personally appeared Charles R. Knapp to me known to be the individual described above and who executed the foregoing acknowledgement as a Registered Agent for the ~~GUYCO DISCOUNT PRODUCTS AND SUPPLIES INC.~~

Dennis Henderson
Notary Public.

Driver's License As ID.

Dennis Henderson
Notary Public
My Commission Expires 10/26/98