



THE UNITED STATES  
CORPORATION  
COMPANY

P98000029/58

ACCOUNT NO. : 072100000032

REFERENCE : 760180 110401A

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia P. [signature]*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 30 AM 11:43

ORDER DATE : March 30, 1998

ORDER TIME : 12:12 PM

ORDER NO. : 760180-005

CUSTOMER NO: 110401A

CUSTOMER: Mr. Joel Cantor  
MR. JOEL CANTOR

Suite 229  
14502 North Dale Mabry  
Tampa, FL 33618

500002472315--2

DOMESTIC FILING

NAME: GULF ATLANTIC RETAIL, 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: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
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DIVISION OF CORPORATION

*3-30-98  
[signature]*

**ARTICLES OF INCORPORATION  
OF  
GULF ATLANTIC RETAIL, INC.**

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The undersigned, acting as incorporator of Gulf Atlantic Retail, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME:PRINCIPAL ADDRESS**

Gulf Atlantic Retail, Inc., 14502 N. Dale Mabry, Ste. 229, Tampa, Florida 33618

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date on which these Articles are filed with the Florida Secretary of State.

**ARTICLE III. DURATION**

The corporation will have a perpetual existence.

**ARTICLE IV. PURPOSE**

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect and phase of the purchase and sale of real property, and to engage in every aspect and phase of related businesses.
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

#### ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings, of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 14502 North Dale Mabry, Suite 229, Tampa, Florida 33618 and the name of the corporation's initial registered agent at that address is **Joel A. Cantor**.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporations shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Joel A. Cantor	14502 North Dale Mabry, Suite 229, Tampa, Florida 33618

**ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Joel A. Cantor	14502 North Dale Mabry, Suite 229, Tampa, Florida 33618

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

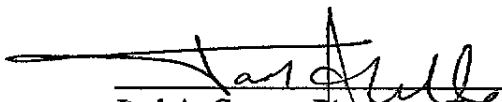
#### ARTICLE X. BYLAWS


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI. AMENDMENTS

The corporation reserved the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator and officer have executed these Articles of Incorporation this 27th day of March, 1998.

  
Joel A. Cantor, President, Treasurer,  
Secretary and Director

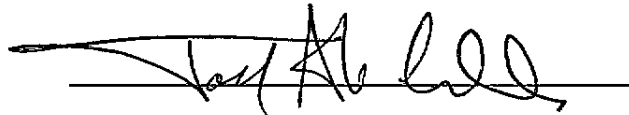
  
Joel A. Cantor, Incorporator

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Gulf Atlantic Retail, Inc. desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 14502 North Dale Mabry Highway, Suite 229, Tampa, Florida 33618 named **Joel A. Cantor**, located at that address, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

A handwritten signature in black ink, appearing to read 'Joel A. Cantor', is written over a horizontal line.

Joel A. Cantor

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