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TRANSMITTAL LETTER

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-07/20/98--01057--003
****122.50 ****122.50

RE: GREG'S, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50.

FROM: GREG'S, INC.
34 E. Crest Avenue
Winter Garden, FL 34787

Telephone: (407) 325-8620

FEES: \$ 35.00 - Filing Fee
35.00 - Designation of Registered Agent
52.50 - Certified Copy

\$ 122.50

FILED
98 JUL 20 AM 11:48
TALLAHASSEE, FLORIDA

CB
86-12-2
6

FILED
98 JUL 20 AM 11:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GREG'S, INC.

The undersigned subscriber of these Articles of Incorporation, the natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be GREG'S, INC.

ARTICLE II. ADDRESS

The mailing address of this corporation shall be 34 E. Crest Avenue, Winter Garden, Florida 34787.

ARTICLE III. DURATION

This corporation shall exist perpetually or until such time as it may be dissolved in accordance with existing laws.

ARTICLE IV. PURPOSE

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

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock.

ARTICLE VI. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock of the corporation.

ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Gregory K. Cook
34 E. Crest Avenue
Winter Garden, FL 34787

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this corporation in the following respects:

- (a) The transferability or assignment of such stock.
- (b) The preemptive rights of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment.
- (c) The redemption or purchase of such stock by the corporation.
- (d) The sale, pledge and involuntary transfer of such stock.

ARTICLE IX. INITIAL REGISTERED
OFFICE, REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 13330 W. Colonial Drive, Suite 130, Winter Garden, Florida, 34787. The name of the initial Registered Agent and Resident Agent of this corporation is JO ANN LACEY, at 13330 W. Colonial Drive, Suite 130, Winter Garden, Florida, 34787.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Gregory K. Cook
34 E. Crest Avenue
Winter Garden, FL 34787

ARTICLE XI. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of July, 1998, and this date the undersigned adopts these Articles of Incorporation.

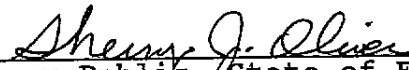


Gregory K. Cook

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GREGORY K. COOK, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of July, 1998.



Notary Public, State of Florida
SHERRY J. OLIVER



SHERRY J. OLIVER
COMMISSION # CC 511609
EXPIRES NOV 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

GREG'S, INC.

2. The name and address of the registered agent and office is:

JO ANN LACEY

13330 W. Colonial Drive, Suite 130

Winter Garden, FL 34787

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JO ANN LACEY

Date: 7/15/98

FILED
98 JUL 20 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA