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REPLY TO:
MIAMI

July 20, 1998

FILED
98 JUL 27 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: New filing

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-07/22/98--01040--007
****122.50 ****122.50

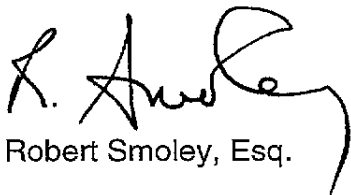
Dear Madam Secretary:

Enclosed is an original Articles of Incorporation for GUNS, INC., along with the filing fee of \$122.50.

If you have any questions, please do not hesitate to contact me at my office.

Thank you for your cooperation.

Very truly yours,


Robert Smoley, Esq.

F. CHESSER JUL 30 1998

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 24, 1998

ROBERT SMOLEY ESQUIRE
201 S BISCAYNE BLVD
MIAMI, FL 33131

SUBJECT: GUNS, INC.
Ref. Number: W98000016861

FILED
98 JUL 27 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GUNS, 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 398A00039194

**ARTICLES OF INCORPORATION
OF
THREE FRED'S, INC.**

FILED
98 JUL 27 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I – NAME

The name of the corporation shall be:

THREE FRED'S, INC.

The address of the principal office of the corporation shall be c/o Robert Smoley, Esq., The Miami Center, Seventeenth Floor, 201 So. Biscayne Boulevard, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II – NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 per value per share.

ARTICLE IV – ADDRESS

The street address of the initial registered office of the corporation shall be c/o Robert Smoley, Esq., The Miami Center, Seventeenth Floor, 201 So. Biscayne Boulevard, Miami, Florida 33131 and the name and address of the

initial registered agent of the corporation is Robert Smoley, Esq., The Miami Center, Seventeenth Floor, 201 So. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE V – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert Smoley, Esq.
The Miami Center – Seventeenth Floor
201 So. Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, on this 27 day of July, 1998.



Robert Smoley, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

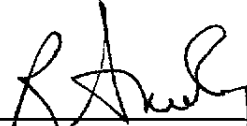
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: THREE FREDS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Miami, Florida, has named:

ROBERT SMOLEY, ESQ.

as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree with the provisions of said Act relative to keeping open said office.



ROBERT SMOLEY, Registered Agent

FILED
98 JUL 27 AM 7:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA