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* ESATE PLANNING

P990000 29740

March 26, 1999

Secretary of State - VIA FEDERAL EXPRESS
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002822275-5
-03/29/99-01124-018
*****78.75 *****78.75

Re: Gianco Holdings, Inc.

EFFECTIVE DATE

3-26-99

Dear Sir/Madam:

We enclose the original and one copy of the Articles of Incorporation for the above-named corporation together with our \$78.75 check in payment of the following fees:

Filing of Articles of Incorporation	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles of Incorporation	\$ 8.75

Please certify the enclosed copy of the Articles of Incorporation and return them, together with the filing receipt to our offices in the Federal Express envelope enclosed.

Very truly yours,

HUNT, COOK, RIGGS, MEHR & MILLER, P.A.

By:

Robert J. Hunt, Esq.

RJH:DMD
Enc.

cc: Gianco Holdings, Inc.

FILED
99 MAR 29 2 35 PM '99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 31 1999

SHARON

ARTICLES OF INCORPORATION
FOR
GIANCO HOLDINGS, INC.

FILED
99 MAR 29 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **GIANCO HOLDINGS, INC.**

1. The name of the corporation is **GIANCO HOLDINGS, INC.**

2. The principal office of the corporation is:

Unit No. 4
Costa Corporate Centre
3325 N.W. 97th Avenue
Miami, FL 33178

EFFECTIVE DATE
3-26-99

3. The corporation shall have authority to issue 7500 shares of stock, all of one class with a par value of \$.10 per share.

4. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

5. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or Florida.

6. The number of directors constituting the initial board of directors is one and his name and address is:

Name	Address
Charles C. Giancola	Unit No. 4 Costa Corporate Centre 3325 N.W. 97th Avenue Miami, FL 33178

7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	Suite 401 2200 Corporate Boulevard, N.W. Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be March 26, 1999 provided such date is within five (5) business days prior to the date of filing.

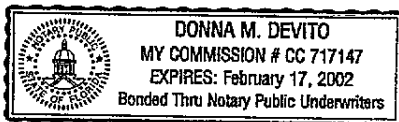
Executed and subscribed at Boca Raton, Florida on March 26, 1999.

HCRM Corp., as Incorporator

By: Robert J. Hunt
Robert J. Hunt, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of GIANCO HOLDINGS, INC. were acknowledged before me by Robert J. Hunt, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 26th day of March, 1999 on behalf of HCRM Corp.



Donna M. Devito
Notary Public
My commission expires: _____
Printed Name: _____

Acceptance of Registered Agent

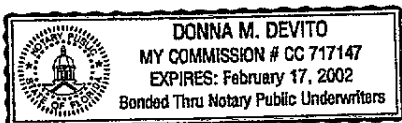
HCRM CORP. hereby accepts the above appointment as registered agent of GLANCO HOLDINGS, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: *Robert J. Hunt*
ROBERT J. HUNT, VICE PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Acceptance of Registered Agent was acknowledged before me by ROBERT J. HUNT, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 26th day of March, 1999 on behalf of the Corporation.



Donna M. Devito
Notary Public
My commission expires:
Printed Name:

FILED
99 MAR 29 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA