

TRANSMITTAL LETTER

P99000111514

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Giant Marketing Concepts, Inc.
(Proposed corporate name - must include suffix)

100003077571--1
-12/22/99--01024--004
****131.25 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard P. Hirtreiter, Esquire
Name (Printed or typed)

535 Central Avenue, # 418
Address

St. Petersburg, FL 33701
City, State & Zip

727-821-2363
Daytime Telephone number

99 DEC 22 PM 1:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

Giant Marketing Concepts, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator does hereby adopt the following Articles for Incorporation under the Florida Business Corporation Act:

ARTICLE I

The name of this corporation shall be Giant Marketing Concepts, Inc..

ARTICLE II

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation, and shall continue thereafter in perpetuity.

ARTICLE III

The general purpose for which this corporation shall exist shall be for the purpose of transacting any or all lawful business permitted any corporation under the Florida Business Corporation Act.

ARTICLE IV

The corporation shall be authorized to issue an aggregate of 1000 shares of common voting stock, each such share to have a par value of One Dollar (\$1.00), and all such shares being of the same class.

ARTICLE V

All of the shareholders of this corporation shall be entitled to the benefits of preemptive rights with respect to any unissued

or treasury shares of ownership of this corporation.

ARTICLE VI

The street address of the principal office of the corporation shall be 856 Bay Point Drive, Madiera Beach, Florida 33708. The registered agent for the corporation shall be Richard P. Hirtreiter, Esquire, whose address is 535 Central Avenue, Suite 418, St. Petersburg, Florida 33701.

ARTICLE VII

Initially, the corporation shall have a Board of Directors consisting of (2) member(s) whose names and addresses are as follows:

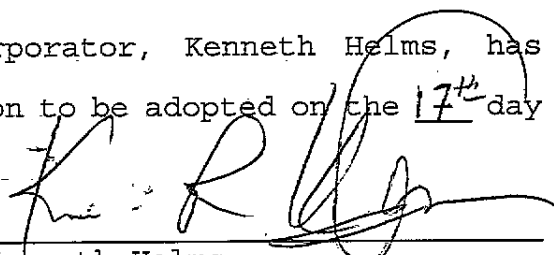
1. Ken Helms: 856 Bay Point Drive,
Madiera Beach, Florida 33708
2. Rick Wasmundski: 32 Country Lane West
Newark, Delaware 19702

The number of directors which shall constitute the Board, may from time to time hereafter, be increased or decreased pursuant to any By-Law which shall have been enacted or more specifically ratified by an affirmative vote of the shareholders at any annual meeting or at any special meeting called for such purpose, provided, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

ARTICLE VII

The name and address of the Incorporator of this corporation is Kenneth Helms, whose address is 856 Bay Point Drive, Madiera Beach, Florida 33708

IN WITNESS WHEREOF, the Incorporator, Kenneth Helms, has caused these Articles of Incorporation to be adopted on the 17th day of December, 1999.


Kenneth Helms

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of December, 1999, by Kenneth Helms, who is personally known by me or who has produced FL DL # H452-516-64-212-0 as identification and who did take an oath.



Lori Avers Burke
MY COMMISSION # CC594505 EXPIRES
January 25, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

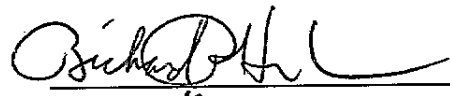
NOTARY PUBLIC
SIGN: Lori Avers Burke
PRINT: Lori Avers Burke

State of Florida at Large (Seal)
My Commission Expires:

IN WITNESS WHEREOF, the undersigned agrees to serve as Registered Agent.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Richard P. Hirtreiter, Esquire, having been named as registered agent and to accept service process for the above-stated corporation at the place designated in this statement, 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.


Date: 12-17

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TALLAHASSEE, FLORIDA