

LAW OFFICES
BRIAN P. GABRIEL, P.A.

BRIAN GABRIEL, ESQUIRE
SAM J. GABRIEL, ESQUIRE
BRYAN M. RAYMOND, ESQUIRE

ALICIA S. HUNTER, PARALEGAL
MARY WILKINSON, PARALEGAL

P02000097/14

August 22, 2002

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32399

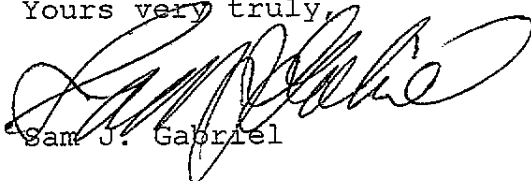
Re: Warehouses, Inc.

Gentlemen/Ladies:

W02-24614

Enclosed you will find two copies of the Articles of Incorporation of the above referenced corporation. Kindly return a certified copy to this office. Also enclosed is a check for \$78.75 for the filing fee, \$35.00, resident agent fee, \$35.00 and fee of \$8.75 for a certified copy of the articles.

Yours very truly,



Sam J. Gabriel

SJG/le

Enclosure:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002 SEP -9 PM 2:59

FILED

09-07-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 23, 2002

BRIAN P. GABRIEL, P.A.
11380 PROPERITY FARMS ROAD
STE 204
PALM BEACH GARDENS, FL 33410

SUBJECT: WAREHOUSE, INC.
Ref. Number: W02000024614

We have received your document for WAREHOUSE, INC. and your check(s) totaling \$78.75. 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 302A00049673

FILED
2002 SEP -9 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M. A. WAREHOUSES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: M. A. WAREHOUSES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and shall commence on the date of filing.

ARTICLE III - PURPOSES

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100)

Shares of Common Stock of no par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already own, shall have the right to purchase their pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL BUSINESS AND MAILING ADDRESS

The principal place of business, office address and the mailing address of the corporation is 10881 S.W. Reding Drive, Stuart, Florida 34997.

ARTICLE VII - DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members. The names and addresses of the First Board of Directors are:

MATTHEW ALBERTZ	10881 S.W. Reding Drive Stuart, Florida 34997
DEBORAH A. ALBERTZ	10881 S.W. Reding Drive Stuart, Florida 34997

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators are:

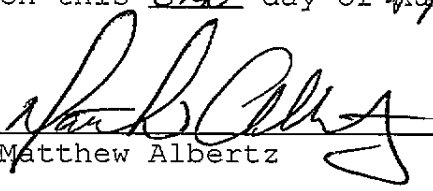
MATTHEW ALBERTZ 10881 S.W. Reding Drive
Stuart, Florida 34997


DEBORAH A. ALBERTZ 10881 S.W. Reding Drive
Stuart, Florida 34997

ARTICLE IX - 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 6th day of September, 2002.


Matthew Albertz


Deborah A. Albertz

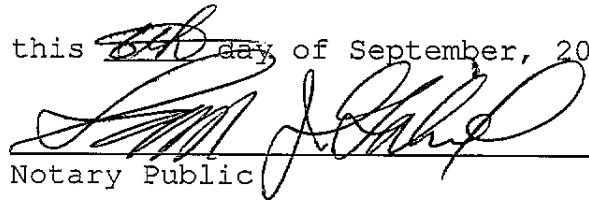
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

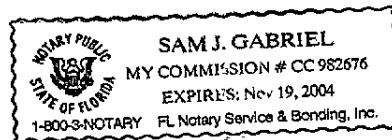
I HEREBY CERTIFY that on this day before me personally appeared Matthew Albertz and Deborah A. Albertz, who produced

drivers licenses issued by some state of the U. S. to me known to be the person described in the foregoing instrument, and they acknowledged before me, under oath, the execution of said instrument.

WITNESS my hand and seal this 29th day of September, 2002.



Notary Public



FILED

2002 SEP -9 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

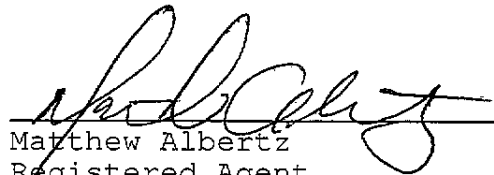
CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance of the Florida Statutes, the following is
submitted, in compliance with said Statutes:

That M. A. WAREHOUSES, INC., desiring to organize under the
laws of the State of FLORIDA, with its principal office, as
indicated in the Articles of Incorporation at 10881 S.W. Reding
Drive, Stuart, Florida 34997 has named Mathew Albertz, 10881 S.W.
Reding Drive, Stuart, Florida 34997, as its agent to accept service
of process within the 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 to comply with the
provision of said Act relative to keeping open said office.


Matthew Albertz
Registered Agent