

P95000075417

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

95 MAR 30 PM 10:05

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

3/30/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>JL</u>	_____	_____	_____

WALK-IN Will Pick Up 3:30 Ma

RE: K & W Distribution, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<i>Photo Copy</i>		
Art. of Amend./File	***[22.50	***[22.50
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Resurrection		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. _____ Copies		
Courier Service _____		
Shipping/Handling		
Phone () _____		
Top Priority _____		
Express Mail Prep. _____		
FAX () _____ pgs.		
SUBTOTALS		

200801443868
 03/30/95--01044--009
 ***[22.50 ***[22.50

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
K & W DISTRIBUTION, INC.**

FILED
95 MAR 30 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is K & W Distribution, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The mailing address and principal place of business of the corporation is:

K & W Distribution, Inc.
18410 Tapadero Terrace
Boca Raton, Florida 33496

ARTICLE III - POWERS

This corporation shall have all powers not otherwise prohibited pursuant to Florida law or any laws of the United States.

ARTICLE IV - TERMS OF EXISTENCE

This corporation shall have a perpetual existence.

ARTICLE V - QUALIFICATIONS OF OFFICERS

Solely shareholders of the corporation may hold any office of the corporation.

ARTICLE VI - OFFICERS

The officers of this corporation shall be comprised of a President and a Treasurer, each of which shall hold office for a one (1) year term, commencing as of the first day of July. MICHAEL KASLOF shall serve in the capacity of the President and Treasurer of the corporation until June 30, 1995. Prior to June 30, 1995, the shareholders of the corporation shall conduct an election to select the succeeding officers of the corporation, who shall each serve a one-year term of office commencing as of July 1, 1995 and continuing thereafter until June 30, 1996. Subsequent thereto, all corporate officers shall be elected by the shareholders to serve one-year successive terms.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is:

RICHARD M. WEINER
10244 S.W. 18th Street
Davie, Florida 33324

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

RICHARD M. WEINER
10244 S.W. 18th Street
Davie, Florida 33324

ARTICLE IX - SHARES OF STOCK

The corporation shall be authorized to issue up to one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE X - BYLAWS

The shareholders of the corporation, or the Board of Directors, if same are established and elected by the shareholders, may provide for By-Laws for the conduct of the corporation's business and the carrying out of its purposes as they may from time to time deem necessary. The shareholders and/or the Board of Directors, if such board exists, may alter or rescind By-Laws which have previously been adopted. The shareholders and/or the Board of Directors, if such board exists, shall be authorized to adopt such Emergency By-Laws, on a temporary basis, as may be necessary to conduct the corporation's business, subject to the reconsideration of such Emergency By-Laws at the next meeting of the shareholders and/or at the next Board of Directors meeting.

ARTICLE XI - AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular meeting of the shareholders or at any meeting of the Board of Directors, if such board exists, by a majority vote of the shareholders or directors then voting. Any proposed amendment shall become an official amendment, if and only if same is approved by a simple majority of those shareholders or directors voting at such meeting.

K & W DISTRIBUTION, INC.

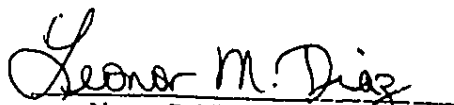
By: 
Incorporator/Registered Agent

STATE OF FLORIDA :

SS: :

COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me on this 29th day of March, 1995, by RICHARD M. WEINER, who was personally known to me.


Notary Public, State of Florida

Name Leonor M. Diaz

Commission No. _____

My Commission Expires _____

OFFICIAL NOTARY SEAL LEONOR M DIAZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC365114 MY COMMISSION EXP. MAY 19, 1998

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is:

K & W DISTRIBUTION, INC.

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

RICHARD M. WEINER
10244 S.W. 18th Street
Davie, Florida 33324

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.

SIGNATURE



DATE

March 29, 1995

July 16, 1996

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Florida Dept of State
Divisions of Corporations

This is to inform you that K & W Distribution,
located at 18410 Tapadero Terrace, Boca Raton, FL 33496
(561) 852-0787.

The filing fee of \$35.00 is enclosed for voluntary
dissolution.

Thank you for your cooperation.

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-07/23/96--01012--014
*****35.00 ****\$35.00

Sincerely,



Michael Kaslof, President

FILED
96 JUL 22 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Volcan
Dissolved
7-31-96
[Signature]

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: K + W DISTRIBUTION, INC.
[FEI # 65-0573830]

SECOND: The articles of incorporation were filed on: MARCH 30 1995

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

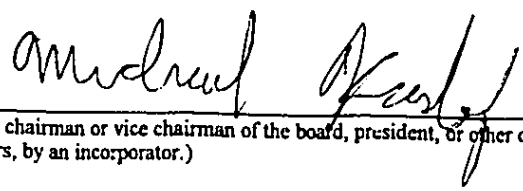
SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 15 day of JULY, 19 96.

Signature


(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

MICHAEL KASLOF

(Typed or printed name)

PRESIDENT

(Title)

96 JUL 22 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED