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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

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(904)561-1025

FAX #:

NAME: COMMONWEALTH WHOLESALE CORP. AUDIT NUMBER.....H97000016611 DOC
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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH WHOLESALE CORP.

I, the undersigned Incorporator, do hereby subscribe to and adopt the following Articles of Incorporation for the purpose of forming a corporation under Section 621 of the Florida Business Corporation Act.

ARTICLE ONE
NAME and PRINCIPAL OFFICE

The name of the corporation shall be COMMONWEALTH WHOLESALE CORP. and the principal place of business and mailing address of this corporation shall be: 20801 Biscayne Blvd., Suite 301, Aventura, FL 33180.

ARTICLE TWO
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	No	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services or any benefit to the corporation in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

George A. Minski, Esq.
4651 Sheridan Street, Suite 325
Hollywood, FL 33021
(954) 963-2773
FBN: 0724726

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ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be at 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021 and the name of its registered agent at such address is George A. Minski, Esq.

ARTICLE SIX
INITIAL DIRECTORS

The corporation shall have not less than one (1) nor more than seven (7) directors. The number shall be fixed by the By-Laws and may be changed from time to time, within the limits prescribed herein. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of the corporation, who shall hold office for the first year or until the successor is duly elected and qualified, shall be:

1. Neal I. Rose, 20801 Biscayne Blvd., Suite 301, Aventura, FL 33180.
2. Bradley A. Young, 20801 Biscayne Blvd., Suite 301, Aventura, FL 33180.

ARTICLE SEVEN
INCORPORATOR

The name and address of the Incorporator is George A. Minski, Fischer, Schulman & Minski, 4651 Sheridan Street, Suite 325, Hollywood, Florida 33021-3449.

ARTICLE EIGHT
DIRECTOR CONFLICT OF INTEREST

No other contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such

director were not such a director or officer of such other corporation, or not so interested.

ARTICLE NINE
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, whether now or hereafter in effect.

ARTICLE TEN
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.


ARTICLE ELEVEN
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.

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left blank.*

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the Florida Business Corporation Act, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 14th day of ~~September~~, 1997.



George A. Minski, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 14th day of ~~September~~, 1997. He is personally known to me.
October



EILEEN R. WASHIN
My Commission 00518774
Expires Dec. 08, 1999


Notary Public, State of Florida

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

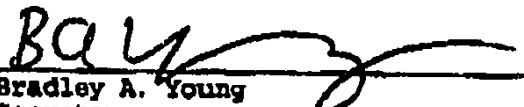
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned, corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 2942 Susan Avenue, Palm Beach Gardens, FL 33410 submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
Commonwealth Wholesale Corp.

NY70000/4611

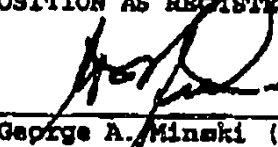
2. The name and address of the registered agent and office is:

George A. Minski, Esq.
Fischer, Schulman & Minski
Emerald Hills Executive Plaza Two
4651 Sheridan Street, Suite 325
Hollywood, Florida 33021-3449


Bradley A. Young
Secretary

October
Dated: ~~September~~ 3, 1997

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.


George A. Minski (Registered Agent)

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TALLAHASSEE, FLORIDA