



THE UNITED STATES
CORPORATION
COMPANY

L99000002511

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DIVISION OF CORPORATIONS
99 MAY -3 PM 2:01

ACCOUNT NO. : 072100000032

REFERENCE : 225743 7135588

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 337.50

EFFECTIVE DATE
4/27/99

ORDER DATE : May 3, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 225743-005

000002860230--8

CUSTOMER NO: 7135588

CUSTOMER: Ellen Rose, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

DOMESTIC FILING

NAME: WAGS WHOLESALE, L.C.

EFFECTIVE DATE:

(6)

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

RECEIVED

99 MAY -3 AM 11:28

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DIVISION OF CORPORATIONS
99 MAY -3 PM 2:01

h/p
5/3/99

ARTICLES OF ORGANIZATION

OF

Wags Wholesale, L.C.

EFFECTIVE DATE
4/30/99

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DIVISION OF CORPORATIONS
99 MAY -3 PM 2:01

The undersigned desiring to form a limited liability company in accordance with Chapter 608 of the Florida Statutes, hereby sets forth the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is Wags Wholesale, L.C.

ARTICLE II.

The limited liability company shall have perpetual existence commencing April 30, 1999 and continuing until dissolved in accordance with law.

ARTICLE III.

The mailing and street address of the limited liability company is:

2010 N.E. 214 Terrace
North Miami Beach, Florida 33179

ARTICLE IV.

The initial registered agent of the limited liability company is

Ellen Rose
Therrel Baisden, P.A.
One Southeast Third Avenue Suite 2400
Miami, Florida 33131

ARTICLE V.

The members may admit additional members who agree to be bound by the regulations and Articles of Organization of the limited liability company and who have been approved in writing by each of the members of the limited liability company.

ARTICLE VI.

The remaining members of the limited liability company have the right to continue its existence and business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

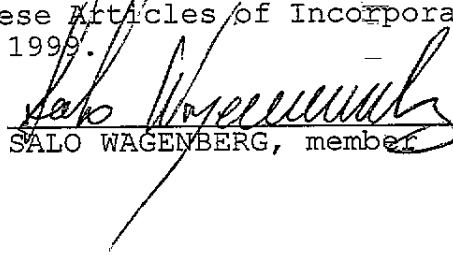
ARTICLE VII.

The limited liability company is to be managed by two managers, either of whom may bind the company individually. The name and address of the managers who will serve until the first annual meeting of members or until their successors are elected and qualify are:

Salo Wagenberg
2010 N.E. 214th Terrace
North Miami Beach, Fl 33179

Isail Wagenberg
2010 N.E. 214th Terrace
North Miami Beach, Fl 33179

IN WITNESS WHEREOF, the undersigned member of the limited liability company has executed these Articles of Incorporation on this 30 day of April, 1999.


SALO WAGENBERG, member

STATE OF FLORIDA:

SS:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 30

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EFFECTIVE DATE
4/30/99

day of April, 1998, by SALO WAGENBERG, who is personally
known to me or who has produced _____ as
identification.

Ellen Rose

Notary Public, State of Florida
at Large

Type/Print/or Stamp Name of Notary

My Commission Expires:

W:\ER\WAGSLC.WPD

NOTARY PUBLIC - STATE OF FLORIDA
ELLEN ROSE
COMMISSION # CC768797
EXPIRES 9/26/2002
BONDED THRU ASA 1-888-NOTARY1

EFFECTIVE DATE
4/30/99

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Wags Wholesale, L.C.


EFFECTIVE DATE
4/30/99

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In accordance with Chapter 708 of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that Wags Wholesale, L.C., desiring to organize under the laws of the State of Florida with its principal office at: 169 East Flagler Street, Miami, Florida, has named Ellen Rose, located at SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131, as its agent to accept service of process within this state.

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.



ELLEN ROSE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

)
) SS:
)

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EFFECTIVE DATE
4/21/99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared SALO WAGENBERG, as MANAGER of Wags Wholesale, L.C., a Florida limited Liability Company, who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Limited Liability Company made by each Member is as follows:

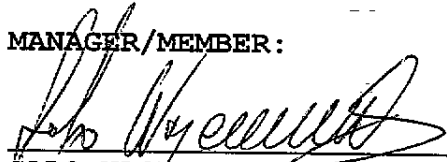
Salo Wagenberg:	\$175,000.00
Isail Wagenberg	\$175,000.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is \$0.00.

FURTHER AFFIANT SAITH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

MANAGER/MEMBER:


SALO WAGENBERG

The foregoing instrument was acknowledged before me this 30 day of April, 1999, by SALO WAGENBERG, who is personally known to me.


Notary Public, State of Florida
at Large

NOTARY PUBLIC - STATE OF FLORIDA
ELLEN ROSE
COMMISSION # CC768787

Print/Type of Notary Name

My Commission Expires: