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March 10, 2000

FILED
00 MAR 13 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: **BrandsLine.com, Inc. and SuperSupply, Inc.**
Our File Number: 17004-95704

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-03/13/00--01136--018
****157.50 *****78.75

Dear Sir/Madam:

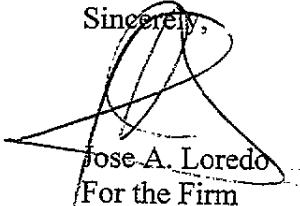
Enclosed please find the following documents for filing:

1. Original and one (1) copy of Articles of Incorporation for each of the above-referenced corporations; and
2. Our firm's check number 22815 in the amount of \$157.50 to cover the requisite filing fees.

Please expedite the formation of the referenced corporations and return date-stamped copies of the Articles of Incorporation to the undersigned in the enclosed pre-paid Federal Express envelope. *- not enclosed -*

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,


Jose A. Lored
For the Firm

JAL/kpq
Enclosures

MIA#2059949.01

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

MIAMI

Per 3/20/2000

**ARTICLES OF INCORPORATION
OF
SuperSupply, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Professional Service Corporation Act, adopts the following articles of incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is: **SuperSupply, Inc.**

**ARTICLE II
Mailing Address**

The mailing address is 3590 North 31st Avenue, Hollywood, Florida 33021.

**ARTICLE III
Stock**

The corporation shall have authority to issue 100,000 shares of \$1.00 par value common stock.

**ARTICLE IV
Initial Registered Agent and Office**

The street address of its initial registered office is 100 S.E. Second Street, Suite 4000, Miami, Florida 33131. The name of its initial registered agent is Jose A. Loredó.

**ARTICLE V
Incorporator**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jose A. Loredó	100 S.E. Second Street Suite 4000 Miami, Florida 33131

ARTICLE VI
Initial Directors

The corporation shall have two (2) director initially. The name and address of said initial director is:

<u>Name</u>	<u>Address</u>
Alan S. Cohen	3590 North 31 st Avenue Hollywood, Florida 33021.
Keith Haymes	Gables One Tower, Suite 1190 1320 South Dixie Highway Coral Gables, Florida 33146

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

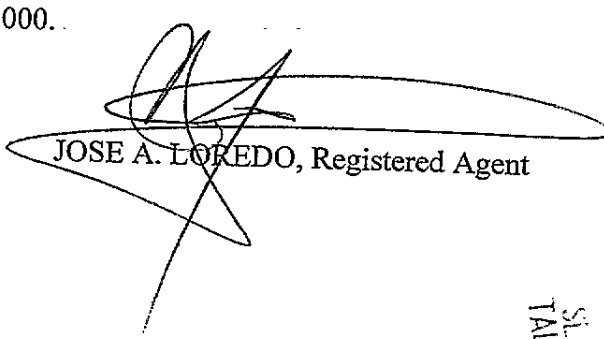
Dated this 10th day of March, 2000.


JOSE A. LOREDO, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation; (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 10th day of March 2000.


JOSE A. LOREDO, Registered Agent

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00 MAR 13 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA