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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

H & W DISCOUNT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Charter No. _____

ARTICLES OF INCORPORATIONOFH & W DISCOUNT, INC.ARTICLE I - NAME

The name of this corporation is H & W DISCOUNT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

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TALLAHASSEE FLORIDA

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 S.W. 3rd Avenue, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation is Frank M. Marks. The principal place of business is 3525 S. Ocean Blvd., #412, South Palm Beach, Florida 33480.

ARTICLE VII - INITIAL BOARD OF DIRECTORS
AND OFFICERS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officer(s) and director(s) of this corporation are:

Herbert Weiner	President and Director
Herbert Weiner	Vice President
Herbert Weiner	Secretary
Herbert Weiner	Treasurer

ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Frank M. Marks, Esq.
2701 S.W. 3rd Avenue
Miami, Florida 33129

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

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ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder(s).

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

ARTICLE XIII - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

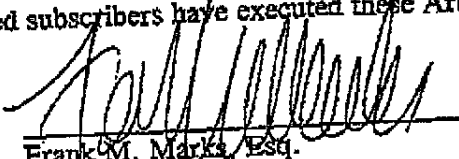
ARTICLE XV - AMENDMENT

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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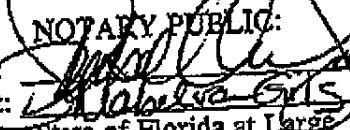
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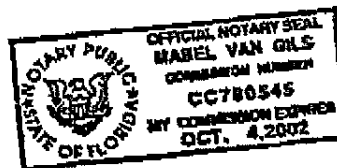
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of
Incorporation this 4 day of April, 2000.


Frank M. Marks, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

This foregoing instrument was acknowledged before me this 4 day of April, 2000
by Frank M. Marks, Esq., as incorporator for H & W DISCOUNT, INC., who personally
appeared before me at the time of notarization and who is personally known to me and who
(did/did not) take an oath.

NOTARY PUBLIC:
sign: 
print: Mabel Van Gils
State of Florida at Large
My Commission Expires:



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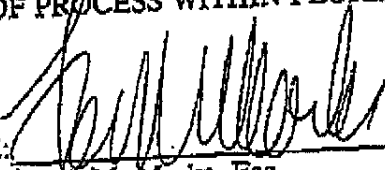
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT H & W DISCOUNT, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF WEST PALM BEACH, STATE OF FLORIDA,
HAS NAMED FRANK M. MARKS AS REGISTERED AGENT, LOCATED AT 2701
SOUTHWEST 3RD AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT UPON WHOM
PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 3525
S. OCEAN BLVD., #412, SOUTH PALM BEACH, FLORIDA 33480.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:


Frank M. Marks, Esq.
Incorporator

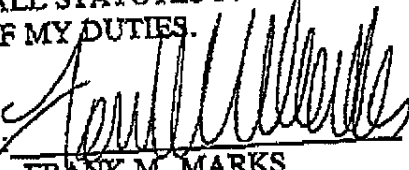
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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


FRANK M. MARKS
(REGISTERED AGENT)

DATED:

4/4/00

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