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ACCOUNT NO. : 072100000032

REFERENCE : 681235 4310774

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : May 1, 2000

ORDER TIME : 5:09 PM

ORDER NO. : 681235-015

CUSTOMER NO: 4310774

900003236719--6

CUSTOMER: Martin Hauptman, Esq
HAUPTMAN & RICHMOND, P.A.
HAUPTMAN & RICHMOND, P.A.
100 Executive Drive
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West Orange, NJ 07052

DOMESTIC FILING

NAME: RESOURCES WAREHOUSE MIAMI,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -3 PM 1:19

RECEIVED
00 MAY -3 AM 9:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310-0001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -3 PM 1:19

ARTICLES OF INCORPORATION
OF

RESOURCES WAREHOUSE MIAMI, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RESOURCES WAREHOUSE MIAMI, INC.

The address of the principal office of this corporation shall be 7970-7978 Northwest 14th Street, Miami, Florida 33126, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

| | |
|--------------|--------------------------|
| Stuart Rosen | 1375 Oxford Street |
| Dir. | Mahwah, New Jersey 07430 |

| | |
|--------------|----------------------------|
| David Morgan | 1 Goodwill Place |
| Dir. | Metuchen, New Jersey 08840 |

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on May 2, 2000.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

dew