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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.

K & A WHOLESALE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight FEB 01 2001

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is K & A WHOLESALE, INC. -
The principal address and the mailing address of the
initial registered office of this corporation is
1221 ALPHA ST. WEST PALM BEACH, FL. 33401.

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ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the
date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of
\$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1221 ALPHA ST. WEST PALM BEACH, FL 33401 and the name of the initial registered agent of this corporation at that address is KENNETH WAHLBERG. The registered office of this corporation is the same as the street address.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
KENNETH WAHLBERG	1221 ALPHA ST. WEST PALM BEACH, FL. 33401

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
KENNETH WAHLBERG	1221 ALPHA ST. WEST PALM BEACH, FL. 33401

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____, 19


KENNETH WAHLBERG

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared _____ who is known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation expressed on _____ 2000.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this _____ day of _____, 2000.

Notary Public, State of Florida at Large

My commission Expires

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

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

K & A WHOLESALE, 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 KENNETH WAHLBERG LOCATED AT 1221 ALPHA ST. AS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: 

KENNETH WAHLBERG

TITLE: PRESIDENT

DATE: _____

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

SIGNATURE: 

(Resident Agent)

DATE: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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