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From:
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**FLORIDA PROFIT CORPORATION OR P.A.
PROMAX WHOLESALE CORP.**

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N. CULLIGAN APR 30 2001 4/27/01

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**ARTICLES OF INCORPORATION
OF****PROMAX WHOLESALE CORP.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is **PROMAX WHOLESALE CORP.** (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

141 N.E. Third Avenue
Suite 400
Miami, Florida 33132

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**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL DIRECTORS**

The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The Incorporator shall appoint the initial Director(s) of the Corporation.

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: One S.E. Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that address is: American Information Services, Inc.

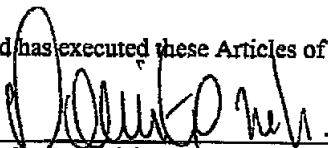
ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Luiz E. Gozzoli, Esq., One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE VII
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of April, 2001.


Luiz E. Gozzoli, Incorporator

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CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27th day of April, 2001.

AMERICAN INFORMATION SERVICES, INC.

By: 
Astrid Buttari, Assistant Secretary