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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 22, 2003

CORPORATE ACCESS INC

SUBJECT: TITAN RESOURCES, INC.
Ref. Number: W03000011459

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We have received your document for TITAN RESOURCES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Freida Chesser
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New Filings Section

Letter Number: 803A00024254

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**CORPORATE
ACCESS,
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Arts

1.) Alliance Wholesale Distribution, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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ARTICLES OF INCORPORATION
OF
ALLIANCE WHOLESALE DISTRIBUTION, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 APR 24 PM 1:28

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: **ALLIANCE WHOLESALE DISTRIBUTION, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 20312 N.E. 16th Place, N. Miami Beach, Florida 33160.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have, outstanding at any one time are: 1000 shares with no par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Joe Shulman, and the mailing address of its initial agent is: 20312 N.E. 16th Place, N. Miami Beach, Florida 33160.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are): Barbara Pizzo, 701 Renner Road, Wilmington, Delaware 19810.

ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.


ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as member of the initial board of directors the corporation is of as follows: Joe Shulman, 20312 N.E. 16th Place, N. Miami Beach, Florida 33160.

The undersigned incorporator has executed these Articles of Incorporation this twenty-third day of April 2003.


Barbara Pizzo, Incorporator
Corporate Consulting Ltd.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: ALLIANCE WHOLESALE DISTRIBUTION, INC.

2. The name and address of the registered agent and office is:

JOE SHULMAN
(Name)

20312 N.E. 16TH PLACE
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

N. MIAMI BEACH, FLORIDA 33160
(City/State/Zip)

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joseph Shulman
(Print name)

3-21-03
Date

Joseph Shulman
(Signature)