

P9500000 2220

ARTHUR J. BERK
1420 BRICKELL AVENUE
SUITE 202
MIAMI, FLORIDA 33131

ADMITTED TO PRACTICE
IN FLORIDA AND
NORTH CAROLINA

TEL (305) 350-2050
FAX (305) 375-9420

January 3, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Gentlemen:

Enclosed are two executed copies of Articles of Incorporation of
Distributor Price Warehouse Club, Inc., together with our check in
the sum of \$122.50 as you see. Please return a certified copy to
us.

Very truly yours,


Arthur J. Berk

ajb/sl

FILED
95 JAN -6 10 17
SECRETARY OF STATE
TALLAHASSEE, FL

24
1-10-95

ARTICLES OF INCORPORATION
OF
DISTRIBUTOR PRICE WAREHOUSE CLUB, INC.

FILED
95 JAN -6 1961
SECRETARY OF STATE
TALLAHASSEE, FLA.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is DISTRIBUTOR PRICE WAREHOUSE CLUB, INC.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100 shares of common stock having no par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 202, 1428 Brickell Ave., Miami, Florida 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the sole member of the initial Board of Directors is as follows:

Arthur J. Berk

Suite 202

1428 Brickell Ave.
Miami, FL. 33131

ARTICLE IX

SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Arthur J. Berk
Suite 202
1428 Brickell Avenue
Miami, FL 33131

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in

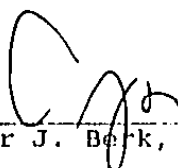
any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

RESIDENT AGENT

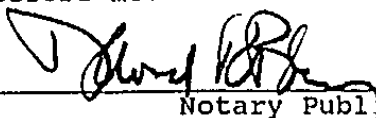
The name and address of the initial resident agent of this corporation is:

Arthur J. Berk
1428 Brickell Avenue
Suite 202
Miami, FL 33131

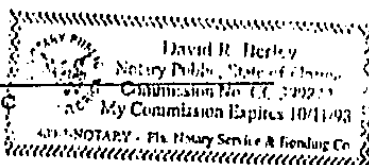
IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 3 day of January, 1995.


Arthur J. Berk, Subscriber

Subscribed and Sworn to this
3 day of January, 1995.
Before me:

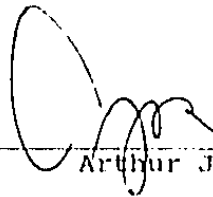

Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of that position pursuant to the Statutes of the State of Florida.



Arthur J. Berk

FILED
JAN - 9 1965
RECEIVED
JAN - 9 1965