

PA 5000003249

John T. Gatti, E.A.
Accountant and Tax Consultant
P. O. Box 740592
Orange City, Florida 32774-0592

(904) 774-9445

January 9, 1995

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

500001376108
-01/11/95--01063--017
*****70.00 *****70.00

Attention: Filing Section

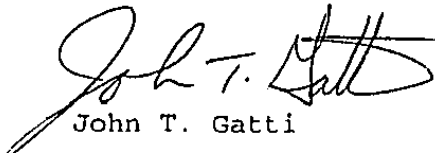
RE: WHOLESALE ADVANTAGE, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$70.00.

This represents the cost for Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


John T. Gatti

KANUT J. KHOSLA JAN 12 1995

Tallahassee, Florida

95 JAN 10 PM 12:53

FILED

EFFECTIVE DATE

1/9/95

ARTICLES OF INCORPORATION
OF
WHOLESALE ADVANTAGE, INC.

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is WHOLESALE ADVANTAGE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are executed by the subscriber hereto.

ARTICLE III. GENERAL PURPOSE

The purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

EFFECTIVE DATE

1/9/95

60 Kingsley Circle
Ormond Beach, Florida 32174

and the name of the initial registered agent of this corporation at this address is:

William E. Gribble

FILED
25 JAN 10 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws. The names and street addresses of the members of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William E. Gribble	60 Kingsley Circle Ormond Beach, FL 32174
Elizabeth L. Gribble	60 Kingsley Circle Ormond Beach, FL 32174

ARTICLE VIII. INCORPORATORS

The name and address of the corporation's incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
William E. Gribble	60 Kingsley Circle Ormond Beach, FL 32174
Elizabeth L. Gribble	60 Kingsley Circle Ormond Beach, FL 32174

ARTICLE IX. AMENDMENT

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


ARTICLE X. RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without prior approval of the corporation's board of directors.

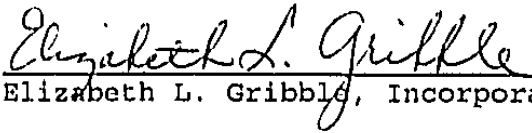
ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liability incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under the Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this ninth day of January, A.D., 1995.



William E. Gribble, Incorporator



Elizabeth L. Gribble, Incorporator

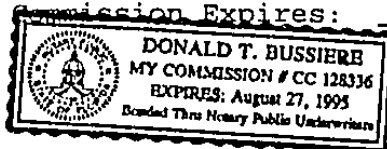
STATE OF FLORIDA
COUNTY OF VOLUSIA

I hereby certify that this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared William E. Gribble and Elizabeth L. Gribble, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this ninth day of January, A.D., 1995.


Notary Public, State of Florida

My Commission Expires: _____



CERTIFICATE OF REGISTERED AGENT

OF

WHOLESALE ADVANTAGE, INC.

The above named corporation designed to organize under the laws of the State of Florida with its principal office being located at 60 Kingsley Circle, Ormond Beach, Florida 32174, as indicated within the Articles of Incorporation, within the County of Flagler County, Florida, herein names, William E. Gribble, as resident agent, whose address is 60 Kingsley Circle, Ormond Beach, Florida 32174, to accept service of process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping said office open.

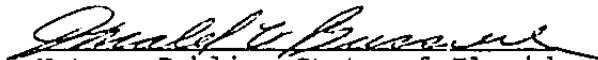

William E. Gribble

State of Florida
County of Volusia

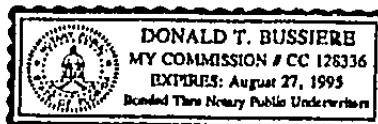
Before me personally appeared, William E. Gribble, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instruments for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of

January, A.D., 1995.


Notary Public, State of Florida

My Commission Expires:



FILED
RECORDED
JAN 11 1995
VOLUSIA COUNTY FLORIDA

P95000003249

(Requestor's Name)
60 Kingsley Circle
(Address)
Ormond Beach FL 32174
(City, State, Zip) (Phone #)

OFFICE USE ONLY

1000016.17951
-11/23/95--01102--0015
*****95.00 *****95.00

No return address - used corp. address.

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

SECRETARY OF STATE
TALLAHASSEE FLORIDA
95 OCT 23 AM 9:56
10/25

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

10/25
Jon
Name
Change

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WHOLESALE ADVANTAGE, INC.

(present name)

55 OCT 23 AM 9:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I, corporate name is amended to be:

THE ELIZABETH GROUP, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 1, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day First of September, 19 95.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

William E. Gribble
Typed or printed name

Incorporator
Title