

CORPORATION INFORMATION
SERVICE, INC.
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TALLAHASSEE, FL 32314

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DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 531536 90463A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : January 27, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 531536

CUSTOMER NO: 90463A

CUSTOMER: Edward Weber, Esq
DENT COOK & WEBER

Suite E
245 N. Tamiami Trail
Venice, FL 34285

DOMESTIC FILING

NAME: THE IMPORT GROUP, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
THC Import Group, Inc.

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

ARTICLE I

The name of the corporation shall be THC Import Group, Inc.

ARTICLE II

The corporation is formed primarily for the purpose of engaging in the purchase or acquisition of goods and merchandise, specifically including goods and merchandise manufactured outside of the United States of America; holding, storing, and reselling the goods and merchandise for profit to distributors and to retailers. The corporation is intended to function primarily as a wholesaler of goods and merchandise. It shall have authority to sell at retail to consumers, but not to establish stores or business locations solely for the conduct of retail sales unless the directors shall unanimously approve such action.

The corporation shall have and exercise the following powers:

1. To sue and be sued, complain, and defend in its corporate name;
2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
3. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833;
4. To make contracts and guarantees; to incur liabilities and borrow money; and to issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation);
5. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

6. To conduct its business, locate offices, and exercise the powers granted by this act within or without the State of Florida;

7. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

8. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation;

9. To make donations for the public welfare or for charitable, scientific, or educational purposes;

10. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

11. To provide insurance for benefit of the corporation on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of the corporation's stock owned by the shareholder or by the spouse or children of the shareholder;

12. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other entity; and

13. To redeem or otherwise acquire its own shares; to treat such redeemed or reacquired shares as authorized and unissued; and to reissue the same on such terms as may be set by the directors consistent with these Articles and the corporation's bylaws.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 20,000 shares. All such shares shall be of a single class, designated as common. The shares to be issued shall have no par value.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder

approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 2 directors whose name and addresses are as follows:

F. Henry Adams, 52 Morrill Drive, Burlington, Vermont 05401

Hugh V. Jeffries, 3207 Fallow Road, Venice, Florida 34293

ARTICLE IX

The initial registered agent of the corporation is Hugh V. Jeffries. The street address of the corporation's initial registered office is 3207 Fallow Road, Venice, Florida 34293.

ARTICLE X

The principal place of business and mailing address of this corporation shall be: 3207 Fallow Road, Venice, Florida 34293.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Hugh V. Jeffries, 3207 Fallow Road, Venice, Florida 34293.

ARTICLE XII

The corporation shall begin existence on January 26, 1995 and its existence will continue until such time as the corporation is dissolved as provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of January, 1995.



Hugh V. Jeffries, Incorporator

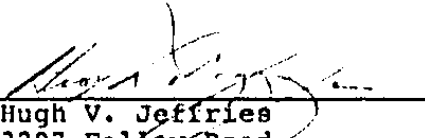
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ACCEPTANCE BY REGISTERED AGENT

Hugh V. Jeffries

Having been named as Registered Agent in Article IX of the Articles of Incorporation, 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.

SIGNATURE


Hugh V. Jeffries
3207 Fallow Road
Venice, Florida 34293

DATE

January 26, 1995