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February 3, 1995

PLEASE REPLY TO MIAMI OFFICE

VIA FEDERAL EXPRESS

Attorney's Title Insurance Fund, Inc.  
Attn.: Julia - Corporations  
660 East Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Re: Filing Articles of Incorporation for:  
Wholesalers Unlimited, Inc.

Dear Julia:

Attached please find two original copies of the Articles of Incorporation for the above captioned corporation, which need to be filed with the Secretary of State.

Also attached, please find check No. 146602 in the sum of \$122.50, payable to the Secretary of State, representing the filing fees.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to call me.

Very truly yours,

Irma Dewald  
Legal Assistant

FILED  
1995 FEB -6 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEY FEB 6 1995

ARTICLES OF INCORPORATION  
OF  
WHOLESALEERS UNLIMITED, INC.

FILED  
195 FEB -6 14 18 48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this Corporation is:  
WHOLESALEERS UNLIMITED, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date this Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

The capital stock of this Corporation shall be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as added by the Small Business Tax Revision Act of 1958; all of the stocks and securities in lieu of cash or at a just valuation are to be determined by the Board of Directors of this Corporation.

ARTICLE V - INITIAL REGISTERED OFFICE

The principal office of this Corporation shall be:

7750 Johnson Street, Pembroke Pines, Florida 33024

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Four (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than One (1). The names and addresses of the initial Directors of this Corporation are:

NAME

ADDRESS

Pedro A. Mendez

7750 Johnson Street  
Pembroke Pines, Florida 33024

Title: President

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of 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 rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The names and addresses of the persons signing these Articles are:

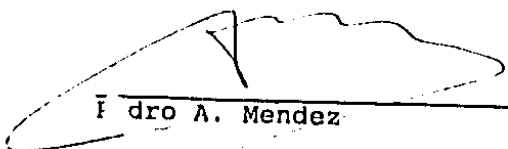
Podro A. Mendez

7750 Johnson Street  
Pembroke Pines, FL 33024

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

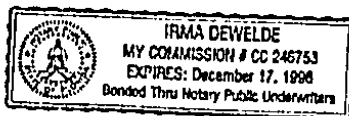
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of FEBRUARY, 1995.

  
Pedro A. Mendez

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 2nd day of FEBRUARY, 1995 by Pedro A. Mendez, who is personally known to me, or who have each produced as identification and who did (did not) take an oath.

  
NOTARY PUBLIC




IRMA DEVELDE  
Typed or Printed Name of Notary

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

BY:   
Pedro A. Mendez

Address: 7750 Johnson Street  
Pembroke Pines, FL

(Registered Agent)

FILED  
1995 FEB -6 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA