

(SAMPLE LETTER OF TRANSMITTAL)

995000013345

Date 2/14/95

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

7000001407877
-02/16/95--01059--002
****122.50 ****122.50

Re: UNIVERSAL CASH & CARRY, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Clément B. B. B.
(individual's name)

UNIVERSAL CASH & CARRY, INC.
(name of corporation)

Clément GAVE
AUTHORIZATION BY PHONE TO
CORRECT art II

DATE 2/16/95

DOC. EXAM. BR

MAILING ADDRESS OF CORPORATION

UNIVERSAL CASH & CARRY, Inc.
C/O CASH & CARRY OF BROWARD
751 NE 44th Court, Ft. Lauderdale FL 33334

PHONE

(305) 491-2330
Area Code Number Ext.

FEB 16 1995
759, 612, 671
2094-3660

ARTICLES OF INCORPORATION

UNIVERSAL CASH & CARRY, Inc.
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

UNIVERSAL CASH & CARRY, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>CLEMENT BOTTIGLIERI</u>		
ADDRESS	<u>751 N.E. 44th Court</u>		
CITY	<u>FT. LAUDERDALE</u>	FLORIDA	<u>FL</u> ZIP <u>33334</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>UNIVERSAL CASH & CARRY, C/O CASH & CARRY of Broward</u>		
ADDRESS	<u>751 N.E. 44th Court</u>		
CITY	<u>Fort LAUDERDALE</u>	FLORIDA	ZIP <u>33334</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either 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 director(s) of the corporation are as follows:

NAME	<u>TAFFY Jowdy Jr.</u>		
ADDRESS	<u>10 S. LAKE SHORE Drive</u>		
CITY	<u>BROOKFIELD</u>	STATE	<u>CT</u> ZIP <u>06804</u>
NAME	<u>TAFFY Jowdy Sr.</u>		
ADDRESS	<u>FAIRMOUNT Drive</u>		
CITY	<u>DANBURY</u>	STATE	<u>CT</u> ZIP <u>06811</u>
NAME	<u>JAMES Jowdy</u>		
ADDRESS	<u>4 OVERLOOK TERRACE</u>		
CITY	<u>DANBURY</u>	STATE	<u>CT</u> ZIP <u>06811</u>

ARTICLE VII - INCORPORATORS

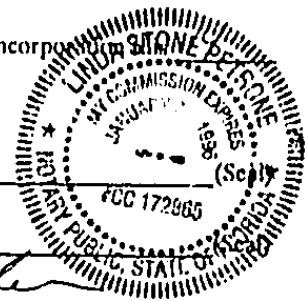
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Clement Bottiglieri</u>		
ADDRESS	<u>1237 N.W. 16 St</u>		
CITY	<u>FT. LAUDERDALE</u>	STATE	<u>FLA 33311</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation
day of February, 1995.

WITNESS: Linda Sue Peterson

Clement Bottiglieri (Seal)



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

UNIVERSAL CASH & CARRY, INC
(name of corporation)

FILED
95 FEB 15 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FL 32303

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 751 N.E. 44th Court
FT. LAUDERDALE, FL 33334

has named Clement Bottiglieri
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Clement Bottiglieri
(registered agent)