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NASIR M. KHAN
10475 S.W. 52ND STREET
COOPER CITY, FLORIDA 33328

RECEIVED
FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MARCH 10, 1995

March 10, 1995

Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Prod-X 1995 Distributors, Inc.

Dear Sir/Madam:

I am enclosing the original Articles of Incorporation of Prod-X 1995 Distributors, Inc., together with a check in the amount of \$122.50 representing filing fees therefore.

Also, enclosed is a self-addressed stamped envelope for your convenience.

Thank you for your prompt cooperation and assistance.

Sincerely,

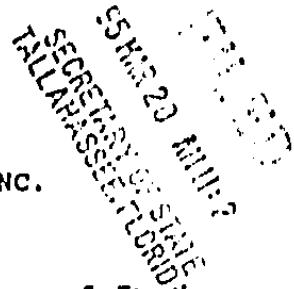
NASIR M. KHAN

3/10/95

RECEIVED
FLORIDA SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MARCH 10, 1995

3/20/95
[Signature]

ARTICLES OF INCORPORATION
OF
PROD-X 1995 DISTRIBUTORS, INC.



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

ARTICLE I. NAME

The name of this corporation is:

PROD-X 1995 DISTRIBUTORS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the object and purpose to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as a natural person might or could do, *viz*:

(a) To be a buying and selling representative for merchandise available through closeouts and bankrupt entities.

(b) To do any and all things necessary, proper or convenient for or incident to the furtherance of the powers and purposes herein mentioned.

(c) To exercise any power and authority and to engage in any business activity which may be done by a profit corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, it being the intent that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is ONE THOUSAND (1000) shares at \$1.00 par value.

ARTICLE IV.

The amount of the capital with which this corporation shall begin business is not less than FIVE HUNDRED and no/100 DOLLARS (\$500.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The street address of the initial registered office of this corporation is 10475 S W 52nd Street, Cooper City, Florida 33328, and the name of the initial registered agent of this corporation at that address is Nasir M. Kahn.

ARTICLE VII.

This corporation shall have two 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. The names and addresses of the initial Directors of this corporation are:

Nasir M. Khan - 10475 S.W. 52nd Avenue
Cooper City, Fl 33328

Samuel Greenberg - 60 E. 42nd Street
New York, NY 10017

ARTICLE VIII.

The names and post office addresses of the officers who shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, and the office they shall hold, are as follows:

President/Secretary/Treasurer: Nasir M. Khan

Vice President: Samuel Greenberg

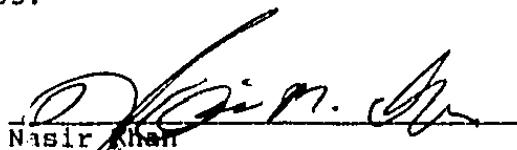
ARTICLE XX

. The name and post office address of the subscribers of these Articles of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

Nasir Khan 10475 S.W. 52nd St., 50 Shares
 Cooper City, FL 33320

Samuel Greenberg 60 E. 42nd Street 50 Shares
 New York, NY 10017

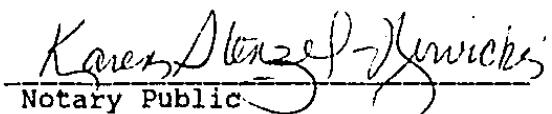
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 14 day of March, 1995.


Nasir Khan

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Nasir M. Khan to me well-known to be the persons described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of March, 1995.


Karen Stenzel Nowicki
Notary Public

My commission Expires:



KAREN STENZEL NOWICKI
MY COMMISSION # CC420463 EXPIRES
November 17, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

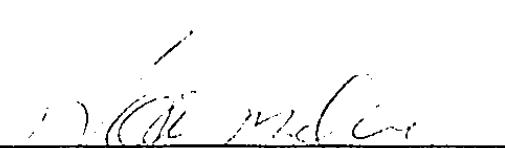
CERTIFICATE DESIGNATION PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes
the following is submitted:

That PROD-X 19⁷⁵ DISTRIBUTORS, INC. desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 10475 S.W. 52nd Street,
Cooper City, Florida, has named Nasir M. Khan located at
the foregoing address, as its agent to accept service of
process within Florida.

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.

Dated: March 12 1995.



Registered Agent