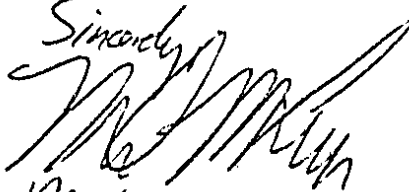


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3/25/95

Dear Secretary of State (Div. of Corporations),

Please send processed corporation papers as soon
as possible to my address. I have enclosed a
money order made out to Federal Express in the
amount of \$15.50 to be used for sending back
the processed corporation papers promptly. Thank you.

Sincerely,

Wade McLean

95 MAR 27 AM 8:06

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

of

T.Y. International Wholesalers, 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:

T.Y. International Wholesalers, 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 five hundred shares (500) 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	Mark McLearn		
ADDRESS	252 E. Semoran Boulevard Suite 601		
CITY	Casselberry,	FLORIDA	ZIP 32707

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

NAME	T.Y. International Wholesalers, Inc.		
ADDRESS	252 E. Semoran Boulevard Suite 601		
CITY	Casselberry,	FLORIDA	ZIP 32707

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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	Mark McLearn		
ADDRESS	252 E. Semoran Boulevard Suite 601		
CITY	Casselberry	STATE Florida	ZIP 32707
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

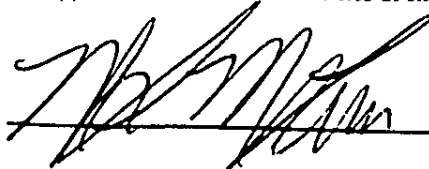
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DIVISION OF CORPORATIONS
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ARTICLE VII - INCORPORATORS

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

NAME	Mark McLearn		
ADDRESS	252 E. Semoran Boulevard Suite 601		
CITY	Casselberry	STATE	Florida ZIP 32707
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 24th day of March, 1995.

 (Seal)

____ (Seal)

____ (Seal)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

T.Y. International Wholesalers, Inc.

(name of corporation)

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 252 E. Semoran Boulevard Suite 601

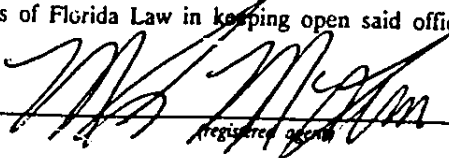
Casselberry, Florida 32707

has named Mark McLearn

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.



Registered Agent

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