

**P9500027267**

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CHARLES KANTOR  
BERTRAM A. SAPURSTEIN

BRUCE E. BLOCH

March 29, 1995

FILED  
25 APR -3 AM 10:26  
TALLAHASSEE, FLORIDA

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-04/04/95--01041--010  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

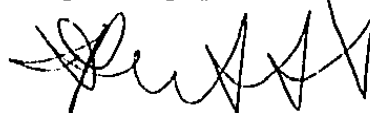
Re: Incorporation of UPSCALE WHOLESALE, INC.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check for the filing fee and a certified copy of the Articles.

Should you have any questions or need anything further, please do not hesitate to immediately contact the undersigned.

Very truly yours,



BERTRAM A. SAPURSTEIN

BAS/dpd

Enclosures

D. BROWN APR - 6 1995

ARTICLES OF INCORPORATION  
OF  
UPSCALE WHOLESALE, INC.

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FILED  
85 APR -5 11:10-27  
MILWAUKEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is UPSCALE WHOLESALE, INC.  
The principal place of business shall be 9700 South Dixie Highway,  
Suite 1000, Miami, Florida 33156.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of  
transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and  
the class of stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$1.00	Common

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new  
stock of this corporation of the same kind, class or the series as  
that which he already holds, shall have the right to purchase his  
pro rata share thereof (as nearly as may be done without issuance  
of fractional shares) at the price at which it is offered to  
others.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's principal office and of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF PRINCIPAL/REGISTERED OFFICE</u>
BERTRAM A. SAPURSTEIN, ESQ.	9700 South Dixie Highway Suite 1000 Miami, Florida 33156

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have the below-named directors. 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 initial directors of this corporation shall be the Incorporators named below.

LONNIE KANTOR	9700 South Dixie Highway Suite 1000 Miami, Florida 33156
BRIAN KANTOR	9700 South Dixie Highway Suite 1000 Miami, Florida 33156

**ARTICLE VII - INCORPORATORS**

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES KANTOR	9700 South Dixie Highway Suite 1000 Miami, Florida 33156

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE IX - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to his reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 29 day of March, 1995.

  
CHARLES KANTOR

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

The foregoing Articles of Incorporation were executed and acknowledged before me this 29th day of March, 1995 by CHARLES KANTOR, as Incorporator.



My commission expires: 3-30-1996

  
NOTARY PUBLIC, State of Florida

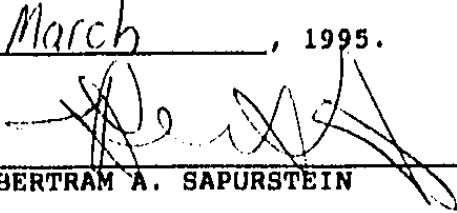
Debra P. Davidson  
Printed Name of Notary Public

Personally Known XXXX Produced Identification \_\_\_\_\_  
Identification Produced \_\_\_\_\_

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for UPSALE  
WHOLESALE, INC., a Florida corporation, at the place designated in  
the Articles of Incorporation of said corporation, 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 this 29 day of March, 1995.

  
BERTRAM A. SAPURSTEIN