

P95000043615

MIAMI GARDENS WAREHOUSE, INC

June 2, 1995

Beth Register
Department of State
Division of Corporations
409 E. Gains St.
Tallahassee, Fl. 32399

500001509725
-06/09/95--01052--002
***131.25 ***131.25

Subject: New corporation paperwork and check.

cc
COS

Dear Beth,

Please find enclosed our check for the new corporation, **MIAMI GARDENS WAREHOUSE, INC.**, along with two sets of corporate paperwork.

Please call me if I can be of additional assistance.

Sincerely yours,


Brian Eden, President CEO
MIAMI GARDENS WAREHOUSE, INC.

FILED
95 JUN -6 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIAMI GARDENS WAREHOUSE, INC.

FILED
95 JUN -6 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MIAMI GARDENS WAREHOUSE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2100 W 76th STREET PH 510
HIALEAH, FL. 33016**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

(SEE ATTACHED)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**BRIAN EDEN
2100 W 76th STREET PH 510
HIALEAH, FL. 33016**

(ATTACHMENT) ARTICLE III CAPITAL STOCK

- INITIAL ISSUE: THE AGGREGATE NUMBER OF SHARES THAT THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE IS 100 SHARES OF CAPITAL STOCK WITH A PAR VALUE OF \$1.00 PER SHARE. SHARES TO BE OWNED AND HELD BY: BRIAN EDEN, PRESIDENT/C.E.O., AND SECRETARY, TREASURER
- STATED CAPITAL: THE SUM OF THE PAR VALUE OF ALL SHARES OF CAPITAL STOCK OF THE CORPORATION THAT HAVE BEEN ISSUED SHALL BE THE STATED CAPITAL OF THE CORPORATION AT ANY PARTICULAR TIME.
- DIVIDENDS: THE HOLDERS OF THE OUTSTANDING CAPITAL STOCK SHALL BE ENTITLED TO RECEIVE, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS, DIVIDENDS PAYABLE EITHER IN CASH, OR PROPERTY, OR IN SHARE OF THE CAPITAL STOCK OF THE CORPORATION.
- NO CLASS OF STOCK: THE SHARES OF THE CORPORATION ARE NOT TO BE DIVIDED INTO CLASSES.
- NO SHARES IN SERIES: THE CORPORATION IS NOT AUTHORIZED TO ISSUE SHARES IN SERIES.
- RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES(607.0627) TO MAINTAIN THE CORPORATION'S STATUS WHEN IT IS DEPENDENT ON THE NUMBER OR IDENTITY OF ITS SHAREHOLDERS. (SEE ARTICLE V INCORPORATOR(S).).

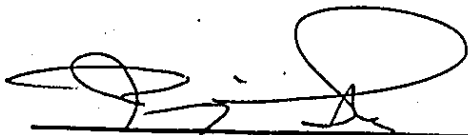
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

BRIAN EDEN, PRESIDENT CKO
2100 W 76th STREET PH 510
HIALEAH, FL. 33016

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

1st day of JUNE, 19 95.



BRIAN EDEN

Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

(ATTACHMENT) ARTICLE V

BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE, WHO NEED NOT BE A RESIDENT OF THE STATE OF FLORIDA OR SHAREHOLDER OF THE CORPORATION. HOWEVER, THE CORPORATION CAN INCREASE OR DECREASE THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS BY A MAJORITY VOTE OF TWO THIRDS OF THE SHARES OF THE OUTSTANDING STOCK.

- TWO THIRDS OF THE STOCKHOLDERS OF THE CORPORATION SHALL BE REQUIRED FOR ANY SHAREHOLDERS ACTION.

- THE SHAREHOLDERS SHALL HAVE THE POWER TO ADOPT, AMEND, ALTER, CHANGE OR REPEAL THE ARTICLES OF INCORPORATION WHEN PROPOSED AND APPROVED AT A STOCKHOLDERS MEETING, WITH NOT LESS THAN A TWO-THIRDS VOTE OF THE COMMON STOCK.

- THE HOLDERS OF THE COMMON STOCK OF THIS CORPORATION SHALL HAVE THE PRE-EMPTIVE RIGHT TO PURCHASE, AT PRICES, TERMS AND CONDITIONS THAT SHALL BE FIXED BY THE BOARD OF DIRECTORS, THE SHARES OF THE STOCK OF THIS CORPORATION AS MAY BE ISSUED FOR MONEY, OR ANY PROPERTY, OR SERVICES FROM TIME TO TIME, IN ADDITION TO THAT STOCK AUTHORIZED AND ISSUED BY THE CORPORATION. THE PRE-EMPTIVE RIGHT OF ANY HOLDER IS DETERMINED BY THE RATIO OF THE AUTHORIZED AND ISSUED SHARES OF STOCK HELD BY THE HOLDER, TO ALL SHARES OF COMMON STOCK CURRENTLY AUTHORIZED AND ISSUED.

MANAGEMENT

- THE CORPORATION SHALL BE MANAGED BY THE FOLLOWING INDIVIDUALS, IN THE FOLLOWING CAPACITIES, UNLESS OTHERWISE CHANGED BY VOTE OF THE BOARD OF DIRECTORS:

(CONT.)

BRIAN EDEN, PRESIDENT CEO
BRIAN EDEN, SECRETARY, TREASURER

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MIAMI GARDENS WAREHOUSE, INC.

2. The name and address of the registered agent and office is:

BRIAN EDEN

(Name)

2100 W 76th STREET PENTHOUSE 510

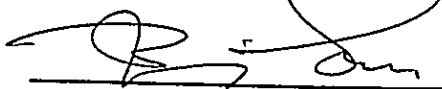
(P.O. Box not acceptable)

HIALEAH, FL. 33016

(City/State/Zip)

FILED
95 JUN -6 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)