

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WAREHOUSE INVESTMENT GROUP, INC. FAX AUDIT NUMBER: H95000008547 CURRENT STATUS: REQUESTED DATE REQUESTED: 06/12/1995

TIME REQUESTED: 13:18:07
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX CERTIFIED COPIES: 1 NUMBER OF PAGES: 7 ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255 Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Ramember to type the Fax Audit number on the top and bottom of all pages of the document. (((H95000006547)))

** ENTER M' FOR MENU. ** ENTER SELECTION AND (CR): 8/12/96 Help F1 Option Menu F2

NUM CAPS Connect: 00:20:3

EFFECTIVE DATE

A CHARLES OF THE CONTROL OF P. A 73043554990 ĊΙ 3919N3 104-15-1995 13:85 FROM

THIS INSTRUMENT PREPARED BY MAYMARD J. HELLMAN, ESQUIRE FLORIDA BAR NO. 137411 1100 PONCE DE LEON BLVD. CORAL CABLES, FLORIDA 33134 (305) 448-8282

Decker in it is not be seen in

ARTICLES OF INCORPORATION

QE

WAREHOUSE INVESTMENT GROUP, INC.

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

WAREHOUSE INVESTMENT GROUP, INC.

The mailing address for the Corporation is:

1100 Ponce de Laon Blvd., Coral Gables, Pl 33134

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America

ARTICLE III

DURATION OF COPPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

SUBSCRIBER

ADDRESS

NUMBER OF SHARES

MAYNARD J. HELLMAN 1100 FONCE DE LEON BLVD. CORAL GABLES, FL 33134

100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be

ons (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

AKTICLE_VIII

INITIAL HOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified. are:

NAME

ADDRESS

MAYNARD J. HELLMAN

1100 PONCE DE LEON BLVD. CORAL GABLES, FL 33134

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common phares.

ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of

3

this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE_XX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XII

INDEMNIFICATION

The corporation shall indexnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

DATED this _____ day of June, 1995

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MAYNARD J. HELLMAN, to me well known to be the person described in

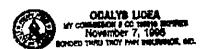
4

and who executed the for going Certificate of Incorporation, and who 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 official seal at Coral Gables. Dade County, Florida, this Quantum day of June, 1995.

Notary Public State of Florida at Large

My Commission Expires:



WAREHOUSE INVESTMENT GROUP. INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
PURPOSES OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:
FIRST, THAT WAREHOUSE INVESTMENT GROUP, INC. IS DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF
FLORIDA, HAS NAMED MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE
LEON BOULEVARD, CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCEDS WITHIN FLORIDA.
Signature:
MAYNARD J. HELLMAN
Title: Subscriber 500 10
Date: 6995 ER 5
Having been named to accept semilars as
Having been named to accept services of process it 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.
Signatura: MAYNARD J. TARMAN
(Registrated
articles/i:\od Date: (/(R/R)