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MALIN, HALEY, DIMAGGIO & CROSBY, P.A.
PATENT, TRADEMARK & COPYRIGHT ATTORNEYS

EUGENE F. MALIN (1936-1990)

BARRY L. HALEY
DALE PAUL DIMAGGIO
KEVIN P. CROSBY

DANIEL STEVEN POLLEY
MARIO J. DONATO JR.
DAVID PAUL LIQOTA
MARK DAVID BOWEN
JOHN M. MILLER

JOHN C. BLACK*
OF COUNSEL

*ILLINOIS BAR ONLY

June 1, 1995

REPLY TO:
SUITE 1609 • ONE EAST BROWARD BLVD
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE (305) 763-3303 • FAX (305) 522-6507

MIAMI OFFICE:
2000 SOUTH DIXIE HIGHWAY, SUITE 203
TELEPHONE (305) 374-4082

WEST PALM BEACH OFFICE:
500 AUSTRALIAN AVENUE SOUTH, SUITE 600
TELEPHONE (407) 832-6341
FLORIDA WATS 1 (800) 344-3303

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

000001508220
-06/08/95--01037--016
*****70.00 *****70.00

Re: Filing of Articles of Incorporation for
WAREHOUSE & DISTRIBUTION SYSTEMS, INC.

Dear Sir or Madam:

Enclosed herewith for filing please find the executed and duly notarized Articles of Incorporation and Acceptance of Registered Agent of Warehouse & Distribution Systems, Inc. Also enclosed is our check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

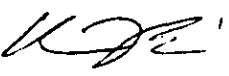
Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned at the address above.

Should you require any further information in order to proceed, please contact me.

Your assistance in this matter is appreciated.

Very truly yours,

Malin, Haley, DiMaggio & Crosby, P.A.



Kevin P. Crosby

KPC:lk

FILED
95 JUN -7 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WAREHOUSE & DISTRIBUTION SYSTEMS, INC.**

**FILED
95 JUN - 7 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

WAREHOUSE & DISTRIBUTION SYSTEMS, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the corporation shall have authority to issue shall be 100 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Kevin P. Crosby
One East Broward Boulevard
Suite 1609
Fort Lauderdale, Florida 33301

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until the earlier resignation or removal from office is:

William Rivera, President
941 S. W. 74 Terrace
Plantation, Florida 33317

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:


William Rivera
941 S. W. 74 Terrace
Plantation, Florida 33317

ARTICLE VIII

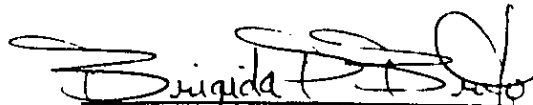
The mailing address of the corporation shall be:

941 S.W. 74 Terrace
Plantation, Florida 33317

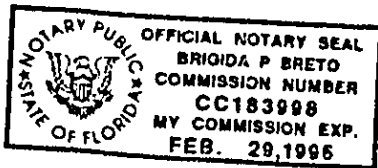
Executed at Fort Lauderdale, Florida this 5 day of June,
1995.



William Rivera, Incorporator

Sworn to and subscribed before me this 5th day of June, 1995.


Notary Public,
State of Florida at Large

My commission expires:




Print type of stamp Commissioned
Name of Notary Public

Personally known OR
Produced identification

Type of identification produced: Fla. Driver's License

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of WAREHOUSE & DISTRIBUTION SYSTEMS, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 1st day of June, 1995.



Kevin P. Crosby

FILED
95 JUN -7 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA