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LAW OFFICES OF
DAVID S. ABRAMS
PROFESSIONAL ASSOCIATION

DAVID S. ABRAMS

PERLA F. ABRAMS

LEONARD F. BAER
of Counsel

2100 PONCE DE LEON BOULEVARD
SUITE 1170

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 445-2654
FAX (305) 443-0903

June 13, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

SEARCHED 1515269
106/16/95--010849--001
***122.50 ***122.50

Re: ST. GEORGE WAREHOUSE OF FLORIDA, INC.

Dear Sir or Madam:

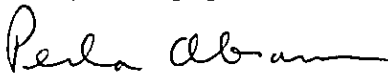
Enclosed is an original and one copy of the Certificate of Incorporation for the above named corporation, the original of which is to be filed with your office. The remittance in the amount of \$122.50 is enclosed to cover the cost of same as follows:

Filing Fee	\$35.00
Registered Agent Fee	35.00
Certified Copy	52.50

I would appreciate your preparing a certified copy and returning the same to us by return mail at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Very truly yours,


PERLA F. ABRAMS

PFA/yh
encl.

FILED
JUN 16 1995
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
CORAL GABLES, FLORIDA

SAB
6/20/95

FILED
35 JUN 10 1964

**CERTIFICATE OF INCORPORATION
OF
ST. GEORGE WAREHOUSE OF FLORIDA, INC.**

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

ST. GEORGE WAREHOUSE OF FLORIDA, INC.,

and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of 100 shares of \$1.00 Dollar par value.

4. The principal office of the corporation shall be:

7500 N.W. 25th Street #201
Miami, Florida 33122

5. The amount of capital with which the corporation shall begin business is \$1,000.00 Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
Anthony Fortunato	President/ Secretary	7500 N.W. 25th Street #201 Miami, Florida 33122

7. The name and post office address of the subscribers to this Certificate of Incorporation, the number of shares they agree to take and the consideration thereof, the proceeds of which will amount to at least \$1,000.00 Dollars is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
Anthony Fortunato	75	\$750.00
Mediterranean Holding Co., Inc.	25	\$250.00

8. The corporation designates DAVID S. ABRAMS, ESQ., 2100 Ponce De Leon Boulevard Suite 1170, Coral Gables, Florida, 33134, as its Resident Agent, to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned hereby subscribed to this Certificate of Incorporation at Miami, Dade County, Florida, this 8th day of June, 1995.



GEORGE O'SHEA

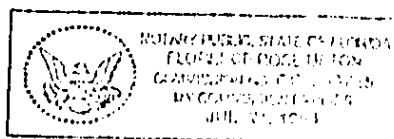
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared GEORGE O'SHEA, sole subscriber, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and that DAVID S. ABRAMS, ESQ., consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

MY COMMISSION EXPIRES:

Floriane Lee Clayton
NOTARY PUBLIC

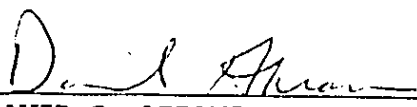


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that ST. GEORGE WAREHOUSE CO., INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at Miami, County of Dade, State of Florida, has named DAVID S. ABRAMS, ESQ., located at 2100 Ponce De Leon Boulevard, Suite 1170, Coral Gables, Florida, 33134, as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DAVID S. ABRAMS, ESQ.

FILED
65 JUN 16 1965