

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 29 PM 3:40

AB 6/29/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>AAK</i>	_____	_____	_____

WALK-IN Will Pick Up *629 2.D*

RE: B + L Wholesale
Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

7088015271ST
 06/29/95 01046 031
 ****122.50 ****122.50

95 JUN 29 PM 1:11
 RECEIVED
 DIVISION OF CORPORATIONS

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF INCORPORATION
-OF-

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B & L WHOLESALE, INC.

95 JUN 29 PM 3:40

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is B & L WHOLESALE, INC..

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000, all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 4500 W. BELVEDERE RD. # B, W. PALM BEACH, FL 33415, and the street address of the initial registered office of the corporation is 4500 W. BELVEDERE RD. # B, W. PALM BEACH, FL 33415 and the name of the initial registered agent is LISA ATIEH.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of one member, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The name and address of the Director which constitutes the first Board of Directors of the Corporation is:

NAME
LISA ATIEH

ADDRESS
4500 W. BELVEDERE RD. # B
W. PALM BEACH, FL 33415

ARTICLE VII. INCORPORATORS

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

NAME
LISA ATIEH

ADDRESS
4500 W. BELVEDERE RD. # B
W. PALM BEACH, FL 33415

IN WITNESS WHEREOF, the undersigned have subscribed their

names this 28th day of June 1995.

Lisa Atieh
LISA ATIEH

10: FDH # A3005286020

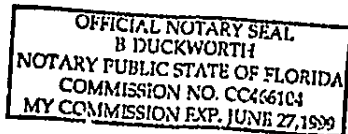
STATE OF FLORIDA)

:ss

COUNTY OF PALM BEACH)

On this 28th day of June 1995, before me, the undersigned officer, personally appeared LISA ATIEH, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



B Duckworth
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE
B. Duckworth.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 29 PM 3:40

STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

B & L WHOLESALE, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

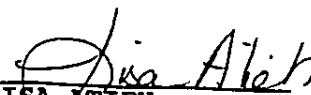
B & L WHOLESALE, INC., a corporation organized under the laws of the state of Florida, with its principal office at 4500 W. BELVEDERE RD. # B, W. PALM BEACH, FL 33415 has named LISA ATIEH, located at 4500 W. BELVEDERE RD. # B, County of PALM BEACH, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
LISA ATIEH	President/Dir Sect/Treas	4500 W. BELVEDERE RD. #B W. PALM BEACH, FL 33415

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 6/28/95


LISA ATIEH
Resident Agent