

P96000003471

STUART M. ROTMAN, C.P.A., P.A.
 CERTIFIED PUBLIC ACCOUNTANT
 3333 WEST COMMERCIAL BLVD., SUITE 110
 FORT LAUDERDALE, FLORIDA 33309

STATE OF FLORIDA
 DEPARTMENT OF REVENUE
 ***122.50 ***122.50

OFFICE USE ONLY

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 DEPARTMENT OF REVENUE
 06 JUN -96 PM 4:33

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials CA

11/1/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 JAN - 3 PM 4 38

OF

E. P. & W. DISTRIBUTORS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida. It is the intent that the corporation will exist forever.

ARTICLE I - NAME

The name of this corporation is E. P. & W. Distributors, Inc. and the mailing and principal address is 18397 N.E. 4th Court, North Miami Beach, Florida 33179. 18385

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a nominal or par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 500.00.

ARTICLE V - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full pro-emptive rights to purchase his pro-rata share of an unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 18397 N.E. 4th Court, North Miami Beach, Florida 33179. The initial Registered Agent of this corporation at that address is Theodore Gaswirth.

ARTICLE VII - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Name	Address	Office
Theodore Gaswirth	3500 Mystic Pointe Drive, Apt. #3603 Aventura, Florida 33180	Pres/Sec/Treas

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Theodore Gaswirth, 3500 Mystic Pointe Drive, #3603,
Aventura, Florida 33180.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3 day of January, 1996.



Theodore Gaswirth

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Theodore Gaswirth, known to be the person described as subscribers, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 3rd day of January, 1976.



JULIE A. MEYERS
MY COMMISSION # CC 107998 EXPIRES
May 2, 1998
BRANDED TRUST LIFE AND INSURANCE, INC.

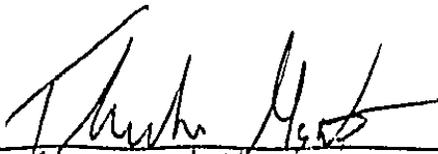
Julie A. Meyers
Notary Public

My commission expires:

CONSENT OF REGISTERED AGENT

FILE NO
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 PM 4:38

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.



Theodore Gaswirth