

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0172 FAX

800-342-8086



RECEIVED
6 JAN 19 PM 4:16
DIVISION OF CORPORATION

ACCOUNT NO. # 072-00000000

REFERENCE # 811045

AUTHORIZATION #

Patricia Pajuts

COST LIMIT # \$ 122.50

ORDER DATE # January 18, 1996

ORDER TIME # 3:53 PM

ORDER NO. # 811045

CUSTOMER NO# 8960A

CUSTOMER# Debbie Miller, Legal Assistant
EDWARD E. LEVINSON, P.A.

800001693858

Financial Federal Bldg., ph-e
407 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: WAREHOUSE 99 OF HIALEAH, INC.

FILED
96 JAN 19 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry E. Davis

EXAMINER'S INITIALS:

T. BROWN JAN 22 1996

ARTICLES OF INCORPORATION
OF
WAREHOUSE 99 OF HIALEAH, INC.

FILED
96 JAN 19 PM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WAREHOUSE 99 OF HIALEAH, INC.

The address of the principal office of this corporation shall be 5437-49 Northwest 161st Street, Hialeah, Florida 33014, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|---------------------------|--|
| Martin Goldman Pres. | 5437-49 Northwest 161st Street Hialeah, Florida 33014 |
| Kenneth Haber V. Pres. | Same |
| Sheri Goldman Sec. | Same |

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on January 19, 1996 .

CORPORATION SERVICE COMPANY

By: *David O'Leary*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *David O'Leary*
Its Agent, Gail Shelby

LEL/hbd

P96000006450

EDWARD E. LEVINSON, P.A.
PENTHOUSE SOUTHEAST
407 LINCOLN ROAD
MIAMI BEACH, FLORIDA 33130

TELEPHONE 834-8171
AREA CODE 305
TELEX 706618 WOLMIA LD
TELEFAX 836-8804

March 18, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001751206
-03/20/96--01080--006
*****35.00 *****35.00

Re: Warehouse 99 of Hialeah, Inc.

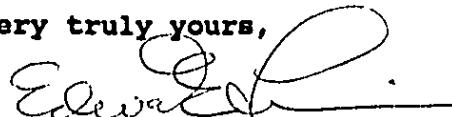
Dear Sir or Madam:

I am enclosing herewith an original and one copy of the Statement of Change of Registered Office or Registered Agent or Both for Corporations, together with my firm check in the amount of \$35.00 which represents the filing fee.

I would appreciate you forwarding to me a stamped copy indicating that the change of Registered Agent has been filed. I am also enclosing a self-addressed stamped envelope for your convenience.

Thank you very much for your cooperation and courtesy in this matter.

Very truly yours,



EDWARD E. LEVINSON

EEL/dlm
gendocs\corp\regagent.1tr

SA 3/26
RA Change

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 20 PM 12:35

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: WAREHOUSE 99 OF HIALEAH, INC.

1b. The mailing address of the corporation is : 5437-49 N.W. 161st Street,
Hialeah, FL 33014

1c. Date of incorporation: 1/19/96 Document number: P96000006450

2. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Edward E. Levinson

407 Lincoln Road, PH-SE

Miami Beach, FL 33139

SS REC 20 PM 12:35
CORPORATIONS

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Martin Goldman
(Signature of an officer, chairman or
vice chairman of the board)

2/14/96
(Date)

MARTIN GOLDMAN, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Edward E. Levinson
(Signature of Registered Agent)

3/18/96

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)