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SIR TAX

Accounting Consulting Strategic Tax Planning & IRS Representation.

2039 Tyler Street * Hollywood, FL 33020 * Telephone (305) 922-1903 * Facsimile (305) 926-6770

Of Counsel: R. Kevin Cross, E.A., Enrolled Agent, Accountant, & Tax Consultant.

R. Kevin Cross, E.A., is
qualified to represent taxpayers
before the Internal Revenue Service

26 January 1996

Department of State
Division of Corporations
Attn.: New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

Ref.: MERCHANDISE & SERVICES CENTER OF FLORIDA
CORPORATION.

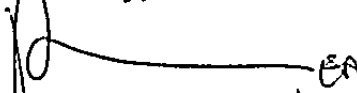
Dear Sirs:

400001702594
-01/31/96--01043--015
****122.50 ****122.50

Please incorporate the above referenced corporation effective
February 1, 1996.

Thank you for your continued assistance in these matters.

Sincerely,


R. Kevin Cross, E.A.
Accountant & Tax Consultant.

RKC/MSCFI

SN FEB - 3 1996

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

96 JAN 31 AM 10:11

FILED

EFFECTIVE DATE
Feb. 1, 1996

ARTICLES OF INCORPORATION
OF
MERCHANDISE & SERVICES CENTER OF FLORIDA CORPORATION

FILED
95 JAN 31 AM 10:11
RECORDS & CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: MERCHANDISE & SERVICES CENTER OF FLORIDA CORPORATION.

The principal place of business of this corporation shall be: 8770 NW 99th Street, Miami, Florida 33178.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business, including activities in import and export, 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: One hundred shares common stock at NO par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually, effective February 1, 1996.

ARTICLE V - OFFICERS & DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Pedro P. Pirela
6860 SW 37th Street
Miramar, Florida 33023

Oscar Tovar
7521 Meridian Street
Miramar, Florida 33023

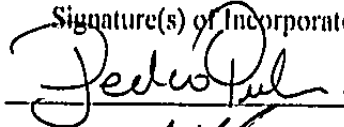
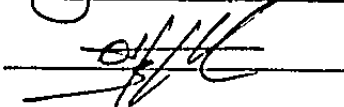
ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Pedro P. Pirela (50%)
6860 SW 37th Street
Miramar, Florida 33023

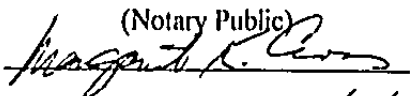
Oscar Tovar (50%)
7521 Meridian Street
Miramar, Florida 33023

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this first day of February 1996.

Signature(s) of Incorporator(s)



STATE OF FLORIDA.
COUNTY OF BROWARD.

THE FOREGOING instrument was acknowledged and sworn to before me this first day of March, 1995, by Mr. Pedro P. Pirela, and Oscar Tovar of Merchandise & Services Center of Florida Corporation.

(Notary Public)


My Commission Expires: 4/21/98

(SEAL)

MARGARET K. CROSS
Notary Public, State of Florida
My Comm. Expires Apr. 21, 1998
No. CC 366603
Bonded Thru Official Notary Service

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:


MERCHANDISE & SERVICES CENTER OF FLORIDA CORPORATION

The name and address of the registered agent and office is:

Pedro P. Pirela
6860 SW 37th Street
Miramar, Florida 33023

SIGNATURE  (Corporate Officer)
TITLE: PRESIDENT & C.E.O.
DATED: February 1ST, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE  (Registered Agent)
DATED: February 1ST, 1996.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 21 AM 10:11

FILED