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96 APR -5 11 51 AM
TALLAHASSEE, FLORIDA

COVER LETTER FOR FILING ARTICLES

PLEASE RETURN ARTICLES TO:
CARL FIADINI 5779 WASHINGTON
ST. SUITE N4 HOLLYWOOD
FLORIDA 33023

4/04/96

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

500001770645
-04/05/96--01033--016
*****70.00 *****70.00

RE: UNITED WHOLESALE INC.

DEAR DEPT. OF STATE:

ENCLOSED IS ONE ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION FOR THE ABOVE PROPOSED CORPORATION.

ALSO INCLOSED IS A CHECK IN THE AMOUNT OF IN
PAYMENT OF THE FOLLOWING FEES:

FILING FEE \$ 70.00

REGISTERED AGENT FEE

CHARTER TAX N/A

CERTIFIED COPY FEE

TOTAL  \$ 70.00

SINCERELY,
CARL FIADINI

F. CHESLER APR 11 1996

INCORPORATOR

ARTICLES OF INCORPORATION

OF

UNITED WHOLESALE INC.

THE UNDERSIGNED, has executed the following document as Incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as Incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of FLORIDA.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

UNITED WHOLESALE INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions and proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it

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or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security as the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for

charitable, scientific, or educational purposes,

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he or she was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the Initial Registered Agent of this corporation shall be:

RONALD FIADINI
5779 WASHINGTON ST. SUITE N-4
HOLLYWOOD FLORIDA 33023

ARTICLE VI

The initial Board of Directors shall consist of ONE person(s) and the name and address of the person(s) who

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U.S. MAIL
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

Is to serve as an initial director(s) is:

CARL FIADINI
5779 WASHINGTON ST. SUITE N4 HOLLYWOOD FLORIDA 33023

ARTICLE VII

The address of the principal office of this corporation is:


5779 WASHINGTON ST. SUITE N4 HOLLYWOOD FLORIDA 33023

ARTICLE VIII

The name and address of the incorporator executing these articles of incorporation is:

CARL FIADINI
5779 WASHINGTON ST. SUITE N4 HOLLYWOOD FLORIDA 33023

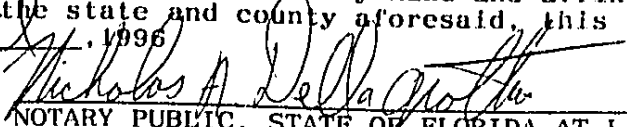
IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles of incorporation this 4TH day of APRIL, 1996


CARL FIADINI
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CARL FIADINI known to me and known by me to be the person(s) who executed the forgoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 3 day of April, 1996


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

my commission expires:

OFFICIAL NOTARY SEAL
NICHOLAS A. DELLAGROTTA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION # 86721063
MY COMMISSION EXP. SEPT 22, 1999

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

IN PURSUANCE OF CHAPTER 607.34 FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST-THAT *UNITED WHOLESALE INC.* DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA
WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT CITY OF *HOLLYWOOD* COUNTY OF *BROWARD*
STATE OF FLORIDA HAS NAMED *RONALD FIADINI* LOCATED AT
*5779 WASHINGTON ST. SUITE N4 HOLLYWOOD FLORIDA 33023
* AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS
STATE.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND
AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO
KEEPING OPEN SAID OFFICE.

BY



RONALD FIADINI
REGISTERED AGENT

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OFFICE OF STATE
CLERK, FLORIDA