

4/11/96

FLORIDA DIVISION OF CORPORATIONS

10:33

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COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM:

EMPIRE CORPORATE KIT COMPANY

STATE OF FLORIDA

1492 W. FLORIAN ST.

STATE OF FLORIDA

SUITE 200

409 EAST W. W. W. W.

MIAMI, FL 33135

TALLAHASSEE, FL 32303

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WORLDWIDE GENERAL MERCHANDISE CORPORATION

FAX AUDIT NUMBER: H96000005129

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/11/1996

TIME REQUESTED: 10:33:09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1492-7297~~

R.A. Act. V

4/11

20 APR 11 11:02



FLORIDA DEPARTMENT OF STATE
Sandra H. Mortham
Secretary of State

April 11, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: WORLDWIDE GENERAL MERCHANDISE CORPORATION
REF: W96000007897

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE LIST THE NAME OF THE REGISTERED AGENT IN ARTICLE V.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000005129
Letter Number: 796A00016689

Elyane Beckinger
B.E. Business Legal
141 NE 3rd Ave. #206
Miami, FL 33173
(305) 378.6211

PREPARED BY:
B & L BUSINESS LEGAL, INC.
141 NORTH MIAMI AVE. #206
MIAMI, FL 33136 (305) 378-6211 FAX

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: WORLDWIDE GENERAL MERCHANDISE CORPORATION

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:
13101 MEMORIAL HIGHWAY
NORTH MIAMI, FL. 33161

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

13101 MEMORIAL HIGHWAY
NORTH MIAMI, FL. 33161

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

IVAN RENE ALONSO

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SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

IVAN RENE ALONSO - PRESIDENT & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

IVAN RENE ALONSO

13101 MEMORIAL HIGHWAY
NORTH MIAMI, FL. 33161

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 9th DAY OF April OF 1996.


Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **WORLDWIDE
GENERAL MERCHANDISE CORPORATION**, DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
IVAN RENE ALONSO
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:

WORLDWIDE GENERAL MERCHANDISE CORPORATION

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 9 DAY OF April, 1996.


Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,

IVAN RENE ALONSO

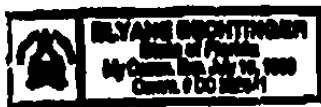
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 9th DAY OF April, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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