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((H96000008027))
 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: CANTEL WAREHOUSE VENTURE II, INC.
 FAX AUDIT NUMBER: H96000008027
 DATE REQUESTED: 06/07/1996
 CERTIFIED COPIES: 1
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CANTEL WAREHOUSE VENTURE II, INC.
REF: W96000012216

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ARTICLES OF INCORPORATION

OF

GANTEL WAREHOUSE VENTURE II, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**I.
Name**

The name of this corporation is Gantel Warehouse Venture II, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation is Suite 888, 782 N.W. 42nd Avenue, Miami, Florida 33126.

**II.
EFFECTIVE DATE AND DURATION**

The effective date of this Corporation shall be June 7, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

**III.
Purpose**

This Corporation is authorized to engage in any business permitted to corporations organized under the Florida Business Corporation Act.

**IV.
CAPITALIZATION**

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

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Empire Corporate Kit
2000 South Orange Blvd.
Miami, Florida 33135

(305) 285-0800

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**V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Suite 1100, 2805 South Bayshore Drive, Miami, Florida and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghton, who upon accepting this designation agrees to comply with the provisions of Section 40.091, Florida Statute, as amended from time to time, with respect to keeping an office open for service of process.

**VI.
INITIAL DIRECTORS**

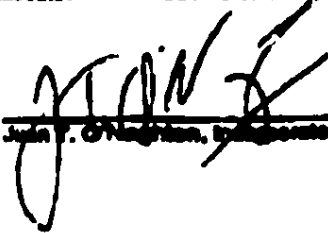
The number of directors constituting the board of directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<u>Name</u>	<u>Address</u>
Antonio J. Cabrera	Suite 605, 782 N.W. 42nd Avenue Miami, Florida 33128

**VII.
INCORPORATOR**

The incorporator is Juan T. O'Naghton and his address is Suite 1100, 2805 South Bayshore Drive, Miami, Florida 33131.

In witness whereof, the undersigned has executed these Articles of Incorporation on June 7, 1996.



Juan T. O'Naghton, Incorporator

And Number _____

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Assessment _____

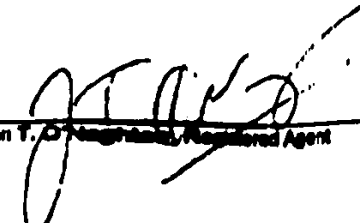
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

- 1. The name of the Corporation is: **Central Warehouse Venture II, Inc.**
- 2. The name and address of the registered agent and the registered office is: **Juan T. O'Neighan, Suite 1100, 2006 South Bayshore Drive, Miami, Florida 33133**

Pursuant to Sections 48.081 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: June 7, 1996



 Juan T. O'Neighan, Registered Agent

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 TALLAHASSEE, FLORIDA

Assessment _____