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JAY E. SCHECHTER

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June 11, 1996

VIA FEDERAL EXPRESS

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Incorporation of Premier Wholesale Trading Corporation**

Ladies and Gentlemen:

I am enclosing for filing one original and one copy of the executed and notarized Articles of Incorporation for the above-referenced corporation.

Also, enclosed is a check in the amount of \$122.50 representing all filing fees and costs.

Please send us a certified copy of the filed Articles of Incorporation at your earliest opportunity in the stamped and self-addressed Federal Express envelope provided for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Jay E. Schechter

MSM/aa
Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 14, 1996

JAY E. SCHECHTER, ESQ.
200 S. BISCAYNE BLVD.
SUITE 2420
MIAMI, FL 33131

SUBJECT: PREMIER WHOLESALE TRADING CORPORATION
Ref. Number: W96000012730

We have received your document for PREMIER WHOLESALE TRADING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 896A00029684

**ARTICLES OF INCORPORATION
OF
PREMIER WHOLESALE TRADING CORPORATION**

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CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

ARTICLE I - Name

The name of the corporation is Premier Wholesale Trading Corporation (the "Corporation").

ARTICLE II - PURPOSES

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 1,000 shares of US \$1.00 par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Jay E. Schechter, Esq.
Jay E. Schechter, P.A.
2420 First Union Financial Center
200 South Biscayne Boulevard
Miami, FL 33131

ARTICLE V - Corporate Mailing Address

The mailing address of the Corporation is:

7370 N.W. 36th Street, Suite 386
Miami, FL 33166

ARTICLE VI - Incorporator

The name and address of the Incorporator of the Corporation is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Jay E. Schochter | 2420 First Union Financial Center 200 South Biscayne Boulevard Miami, Florida 33131 |

ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

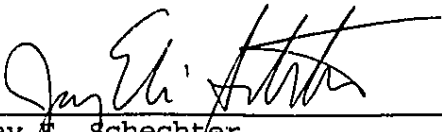
ARTICLE IX - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE X - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 11th day of June, 1996.



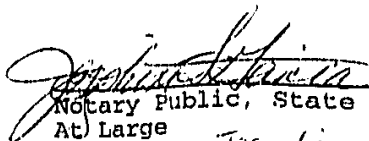
Jay E. Schechter
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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BEFORE ME, the undersigned authority, personally appeared Jay E. Schechter who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of Premier Wholesale Trading Corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 18th day of June, 1996.


Notary Public, State of Florida
At Large
Print Name: Josephine F. Garcia
Commission No.

My commission expires:

JOSEPHINE F. GARCIA
My Comm Exp. 4/06/00
Bonded By Service Ins
No. CC540108

ACCEPTANCE OF REGISTERED AGENT (Chapter 11)

Having been named to accept service of process for Premier Wholesale Trading Corporation at the place designated in the Articles of Incorporation, Jay E. Schechter, P.A., agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501(3), Fla. Stat. (1990), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated this 18th day of June, 1996.

Jay E. Schechter, P.A.

By: 

Jay E. Schechter, Esq.