

P96000062146

INFANTINO AND BERMAN
ATTORNEYS AT LAW

Jed Berman
Thomas V. Infantino
Patrick A. Raley
James W. Kline

Suite 7
180 South Knowles Avenue
Winter Park, Florida
32789
Tel (407) (444-4070)
Fax (407) (444-4108)

Mailing Address:
P.O. Drawer 80
Winter Park, Florida
32789-0080

July 19, 1996

200001301332
-07/23/96--01095--015
*****122.50 *****122.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: S & G DISTRIBUTORS WAREHOUSE, INC.

Dear Sir:

Enclosed please find proposed Articles of Incorporation and one copy thereof, with registered agent form attached, for filing.

I also enclose my check in the amount of \$122.50 for the following expenses:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

I trust the foregoing is sufficient for issuance of the charter.

Very truly yours,

Jed Berman

JB
Enclosures

JUL 25 1996

BSB

FILED
96 JUL 22 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 JUL 22 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is S & G DISTRIBUTORS WAREHOUSE, INC.

ARTICLE II

The principal office and mailing address of the corporation is 19 N. Westmoreland Dr., Orlando, Florida 32805.

ARTICLE III

The number of shares the corporation is authorized to issue is 10,000 common, \$1.00 par value, consisting of one class only.

ARTICLE IV

Preemptive rights are granted to shareholders in the event of future distributions of stock. The board of directors shall have the authority to fix the procedures for exercising such rights at the time of future distributions of stock.

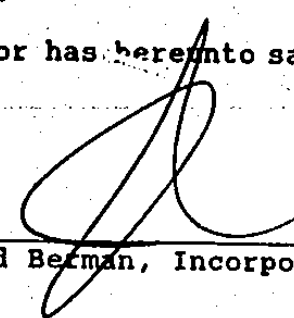
ARTICLE V

The street address of the corporation's initial registered agent is 180 S. Knowles Ave., Winter Park, Florida 32789, and the corporation's initial registered agent is Jed Berman.

ARTICLE VI

The name and address of the Incorporator is Jed Berman, P.O. Drawer 30, Winter Park, Florida 32790.

IN WITNESS WHEREOF the Incorporator has hereunto said his hand and seal this 19 day of July, 1996.


Jed Berman, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE
OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON WHOM PROCESSED MAY
BE SERVED.

Purnuant to Fla. Stat. 48.091, the following is submitted in
compliance thereof.

That S & G DISTRIBUTORS WAREHOUSE, INC., desiring to organize
under the laws of the State of Florida, has named Jed Berman,
located at 130 S. Knowles Ave., Winter Park, State of Florida, as
its registered agent to accept service of process within this
state.

ACKNOWLEDGEMENT

Having been named to accept service of process for S & G
DISTRIBUTORS WAREHOUSE, INC. at the place designated in this
certificate, I hereby accept said designation and agree to comply
with the statutory requirement relevant to keeping open said
office.


Jed Berman, Registered Agent

FILED
96 JUL 22 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA