

P960000083705

October 2, 1996

300001966913
-10/08/96--01020--001
122.50122.50

Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: #1 WHOLESALE IMPORTS, INC.

Gentlemen:

Enclosed herewith please find the Articles of Incorporation for #1 WHOLESALE IMPORTS, INC., along with a check in the amount of \$122.50, representing your costs for filing fees.

Please return the Certificate of Filing to my office in the self-addressed stamped envelope that has been provided.

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

Thank you for your attention herein.

Sincerely,



KAREN VELYVIS

POST OFFICE BOX 350186
FORT LAUDERDALE, FL 33335

KV:ne
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -7 PM 12:44

gs
10/10/96

EFFECTIVE DATE

10/2/96

ARTICLES OF INCORPORATION

OF

#1 WHOLESALE IMPORTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT -7 PM 12:44

ARTICLE I - NAME

The name of this corporation is #1 WHOLESALE IMPORTS, INC., and its principal place of business is Post Office Box 350186, Fort Lauderdale, FL 33335.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) shares of One Dollars (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 110 Lake Emerald Drive, Suite 202, Fort Lauderdale, FL 33309, and the initial registered agent at this address is KAREN VELYVIS.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation are as follows:

KAREN VELYVIS, President, Vice President, Secretary, Treasurer
110 Lake Emerald Drive
Suite 202
Fort Lauderdale, FL 33309

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

KAREN VELYVIS, President, Vice President, Secretary, Treasurer

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The

Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 2 day of October, 1996.

K. Velyvis
KAREN VELYVIS, President,
Vice President, Sec./Treas.

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 2nd day of October, 1996, by KAREN VELYVIS, President, Vice President, Sec./Treas., who is personally known to me or has produced Florida Driver's License as identification and who did take an oath.

James L. Oviatt
Notary Public, State of
Florida at Large

James L. Oviatt
Print, type or stamp name

#CC 274987
Comm. Exp. Serial
No.



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -7 PM 12:44

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That #1 WHOLESALE IMPORTS, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at Post Office Box 350186, Fort Lauderdale, FL 33335, in the County of Broward, State of Florida, has named KAREN VELYVIS, located at 110 Lake Emerald Drive, Suite 202, Fort Lauderdale, FL 33309, in the County of Broward, State of Florida, as its agent to accept service of process within the State of Florida.

KAREN VELYVIS
Corporate Officer

PRESIDENT.
Title

OCTOBER 2/96
Date

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

K. Velyvis
KAREN VELYVIS
Registered Agent

OCTOBER 2/96
Date