

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Nationwide Distribution
Center, Inc.

	G.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
1 Year Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express M. 'l Prop.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 11/12

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 11:00

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:
NATIONWIDE DISTRIBUTION CENTER, INC.

FILED
\$6.00
JAN 12 AM 9:27
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7937 Southwest 105th Place
Miami, Florida 33173

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares/Par Value of \$1.00

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

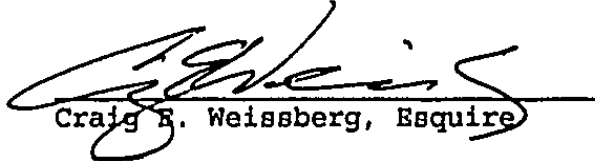
Craig E. Weissberg, Esquire
7937 Southwest 105th Place
Miami, Florida 33173

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is(are):

NOT ELECTED YET	President
NOT ELECTED YET	Vice-President
NOT ELECTED YET	Treasurer
NOT ELECTED YET	Secretary

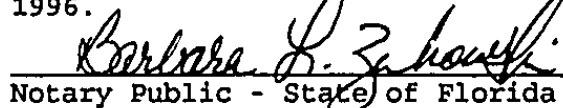
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17 day of November, 1996.


Craig E. Weissberg, Esquire

STATE OF FLORIDA, DADE County ss:

I hereby certify that on this day, before me an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared CRAIG E. WEISSBERG to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same for the purpose therein expressed and who presented _____ as identification and did take an oath.

WITNESS my hand and official seal in the county and state aforesaid this 17th day of November, 1996.


Notary Public - State of Florida

My Commission Expires:



BARBARA L. ZUKOWSKI
My Commission CC283387
Expires Mar 09, 1997
Huckleberry Associates Inc
800-422-1555

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 NOV 12 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: NATIONWIDE DISTRIBUTION
CENTER, INC.
2. The name and address of the registered agent and office is:

Craig E. Weissberg, Esquire
7937 Southwest 105th Place
Miami, Florida 33173


Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Craig E. Weissberg, Esquire

STATE OF FLORIDA, DADE County ss:

I hereby certify that on this day, before me an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared CRAIG E. WEISSBERG to me known to be the person described in and who executed the foregoing instrument and acknowledged that he executed the same for the purpose therein expressed and who presented _____ as identification and did take an oath.

WITNESS my hand and official seal in the county and state aforesaid this 11th day of November, 1996.


Notary Public - State of Florida

My Commission Expires:



BARBARA L ZUKOWSKI
My Commission CC283367
Expires Mar 09, 1997
Huckleberry Associates Inc
800-422-1555