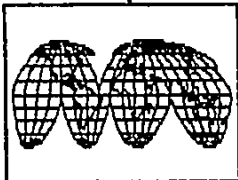


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INTERCONTINENTAL
WHOLESALEERS, INC.
1101 Sunset Road
Coral Gables, Florida 33143

EMILIO T. NAVARRO

Phone/Fax 305-666-2228

November 22, 1996

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-12/03/96--01050--009
***122.50 ***122.50

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: INTERCONTINENTAL WHOLESALEERS, INC.

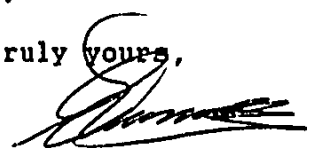
Dear Sir:

I am enclosing herewith three copies of the Articles of Incorporation for the referenced corporation together with a check in the amount of \$122.50 in payment of all filing fees.

Kindly return two certified copies of the Articles of Incorporation to this office after filing is completed.

Thanking you in advance for your customary assistance in this matter.

Very truly yours,


EMILIO T. NAVARRO
For the corporation

ETN:be

Enclosures (4) including check

FILED
96 DEC -2 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.5.96
KR

ARTICLES OF INCORPORATION
OF
INTERCONTINENTAL WHOLESALERS, INC.

FILED
95 DEC -2 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: INTERCONTINENTAL WHOLESALERS, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of no par value.

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin doing business shall be not less than FIVE HUNDRED DOLLARS AND NO/100 (\$500.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 1101 Sunset Road, Coral Gables, Florida, 33143. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The Registered address of the corporation is 1101 Sunset Road Coral Gables, Florida 33143. The Registered Agent at the registered address is Emilio T. Navarro.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than six directors. A quorum for the holding of a meeting which shall be properly done by the Directors on behalf of the corporation shall consist of a majority of the members thereof; but the Directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the slate of corporate officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
EMILIO T. NAVARRO	President	1101 Sunset Road Coral Gables, Fl 33143
BLANCA ELENA SELLEK	Secretary	1101 Sunset Road Coral Gables, Fl 33143

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
EMILIO T. NAVARRO	1101 Sunset Road Coral Gables, Fl 33143	50
BLANCA ELENA SELLEK	1101 Sunset Road Coral Gables, Fl 33143	50

ARTICLE XI


The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 24th day of October, 1996.



EMILIO T. NAVARRO, PRESIDENT

(SEAL)



BLANCA ELENA SELLEK, SECRETARY

(SEAL)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

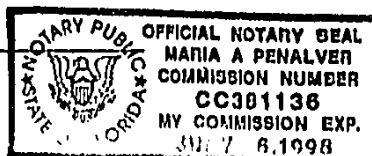
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements under the laws of the State of Florida, personally appeared EMILIO T. NAVARRO and BLANCA ELENA SELLEK to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at City of Miami, County of Dade, State of Florida, this 24th day of October, 1996.



Notary Public, State of
Florida at Large

My Commission Expires _____



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That INTERCONTINENTAL WHOLESALERS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named EMILIO T. NAVARRO, located at 1101 Sunset Road, Coral Gables, Florida 33143, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


REGISTERED AGENT

FILED
96 DEC -2 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA