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ACCOUNT NO. : 072100000032

REFERENCE : 209149 119520A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 122.50

FILED
97 JAN -3 PM 14:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 209149-005

CUSTOMER NO: 119520A

900002045359--4

CUSTOMER: Ms. Ivon Gallo
L & I GALLO ACCOUNTING

1200 Danbury Avenue

Davie, FL 33325

DOMESTIC FILING

NAME: A & S DISCOUNT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
97 JAN -3 AM 11:19
DIVISION OF CORPORATION

AL JAN - 2 1996

FILED

97 JAN -3 PH 4: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

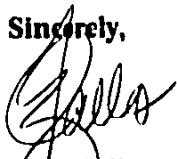
Re: Filing of Article of Corporation for: A & S DISCOUNT, INC.

Enclosed please find an original and (2) two copies of the articles of Incorporation for the above corporation.

FROM:

L & I GALLO ACCOUNTING
1200 DANBURY AVENUE
DAVIE, FL 33325

Sincerely,



Ivon Gallo
Vice President

FILED

97 JAN -3 PM 4: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
A & S DISCOUNT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida
Business Corporations Act do hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is A & S DISCOUNT, INC.

**ARTICLE II
OFFICES**

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

2462 N. STATE ROAD 7
MARGATE, FL 33063

The corporation may have such other offices, either within or without the State of
Florida, as the board of directors may designate, or as the business corporation may
require from time to time.

**ARTICLE III
PURPOSE**

The general purposes for which the corporation is organized are:

1. To engage in general services, including but not limited to: SALES
2. To transact any other lawful business for which corporations may be
incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITALIZATION AND SHARES**

The number of shares which the corporation is authorized to issue is 1000 common shares at 5.00 par value.


**ARTICLE V
REGISTERED AGENT**

The name and address of the initial registered agent shall be:
**ALEJANDRO MONTANER
2462 N. STATE ROAD 7
MARGATE, FL 33063**

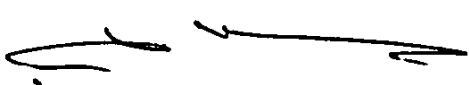
**ARTICLE VI
DIRECTORS**

The number of directors constituting the initial board of directors is/are (2). The name and address of each director is:

**ALEJANDRO MONTANER
2462 N. STATE ROAD 7
MARGATE, FL 33063**



President



Secretary

**ARTICLE VII
INCORPORATES**

The name and address of each incorporate is:

PRESIDENT

**ALEJANDRO MONTANER
2462 N. STATE ROAD 7
MARGATE, FL 33063**

SECRETARY


**ALEJANDRO MONTANER
2462 N. STATE ROAD 7
MARGATE, FL 33063**

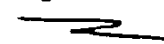
The undersigned has (have) executed these Articles of Incorporation this

10 day of December, 1996



Signature/President



Signature/Secretary


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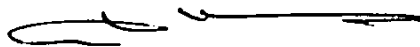
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: A & S DISCOUNT, INC.
2. The name and address of the registered agent and office is:

ALEJANDRO MONTANER
2462 N. STATE ROAD 7
MARGATE, FL 33063



Signature/corporate officer

Title President

Date 12/10/96

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.



Signature

Date 12/10/96