



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 276944 7207A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia P. [illegible]

ORDER DATE : February 28, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 276944-005

CUSTOMER NO: 7207A

600002101506--4

CUSTOMER: Geoffrey S. Mombach, Esq
MOMBACH BOYLE & HARDIN, P.A.

Suite 1950
500 East Broward Boulevard
Fort Lauderdale, FL 333943078

DOMESTIC FILING

NAME: WAREHOUSE 38, 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: Christopher Smith

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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K.R. MAR - 3 1997

ARTICLES OF INCORPORATION

OF

WAREHOUSE 38, INC.

ARTICLE I

The name of the corporation is WAREHOUSE 38, INC. and its mailing address and principal place of business is 288-Z Smith Sundry Road, Delray Beach, Florida 33446.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida Business Corporation Act.

ARTICLE IV

The corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) each.

ARTICLE V

The street address of the initial registered office of the corporation is 500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the corporation at that address is Geoffrey S. Mombach.

ARTICLE VI

The corporation shall have initially one (1) director. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial director of the corporation is:

Mr. Steven Wolf
288-Z Smith Sundry Road
Delray Beach, Florida 33446

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TALLAHASSEE, FLORIDA

ARTICLE VII

The name and address of the person signing these Articles is: Geoffrey S. Mombach,
500 East Broward Boulevard, Suite 1950, Fort Lauderdale, Florida 33394-3079.

ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended, or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

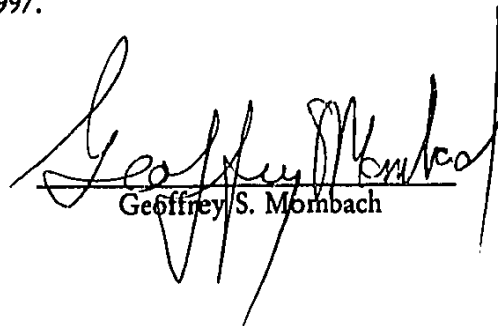
ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

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

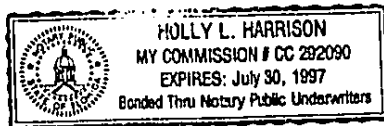
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this _____ day of February, 1997.


Geoffrey S. Mombach

STATE OF FLORIDA)

COUNTY OF BROWARD)

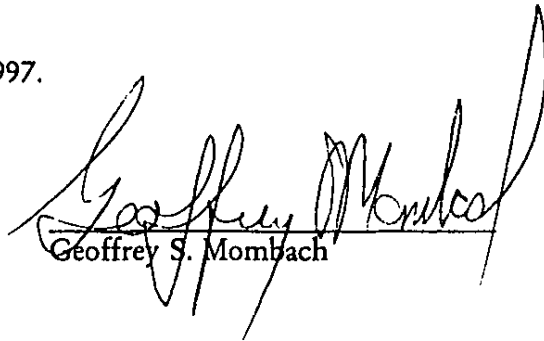
The foregoing instrument was acknowledged before me this 27 day of February, 1997, by Geoffrey S. Mombach, who is personally known to me.



Geoffrey S. Mombach
Typed/Printed Name:
Notary Public - State of Florida
Commission Expires:
Commission Number:

I, Geoffrey S. Mombach, hereby accept the designation of Resident Agent for service of process upon Warehouse 38, Inc., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 27 day of February, 1997.


Geoffrey S. Mombach

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TALLAHASSEE, FLORIDA