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6/02/97



FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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merchants square express corp.

NAME: MARKET PLACE EXPRESS CORP.

AUDIT NUMBER.....H97000008979

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

Bm 6/3/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

EMPIRE CORPORATE KIT CO

SUBJECT: MARKET PLACE EXPRESS CORP.
REF: W97000012799

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000008979
Letter Number: 897A00029655

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ARTICLES OF INCORPORATION
OF
MERCHANTS SQUARE EXPRESS CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is MERCHANTS SQUARE EXPRESS CORP.

ARTICLE II- DURATION

This corporation shall have perpetual existence.

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 One Thousand (1,000) shares of Five Dollar (\$5.00) 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.

Ronald B. Shnider, Esq.
FL BAR NO: 149153
ALTMAN & SHNIDER, P.A.
7770 W. Oakland Park Blvd., #100
Sunrise, FL 33351
(954) 742-2006

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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 pro rata 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 - REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS

The street address of the corporation's registered office is 10261 West Broward Blvd., Plantation, Florida 33324 and the name of the registered agent of this corporation at said address is: JAMES J. COSTELLO, JR. The principal place of business of the corporation is: 10261 West Broward Blvd., Plantation, Florida 33324.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

JAMES J. COSTELLO, JR.
10261 West Broward Blvd.
Plantation, FL 33324

ARTICLE IX - INCORPORATOR

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

JAMES J. COSTELLO, JR.
10261 West Broward Blvd.
Plantation, Florida 33324


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.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 30th day of May, 1997.


JAMES J. COSTELLO, JR., Subscriber

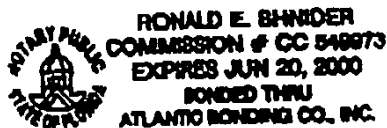
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th of May, 1997, by JAMES J. COSTELLO, JR., who is personally known to me or who produced _____ as identification.


PRINTED NAME:
Notary Public, State of Florida
My Commission Expires:

P:\...\JES\COSTELLO\ARTICLES.MER



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

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:
SQUARE

That MERCHANTS/EXPRESS CORP. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Plantation, County of Broward, State of Florida, has named JAMES J. COSTELLO, JR., located at 10261 West Broward Blvd., City of Plantation, County of Broward, State of Florida (33324), as its agent to accept service of process within this state.


By: JAMES J. COSTELLO, JR. Subscriber
Date: May 30, 1997

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


By: JAMES J. COSTELLO, JR.
Registered Agent
Date: May 30, 1997

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