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6/02/97



FLORIDA DIVISION OF CORPORATIONS  
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market Place Express Corp.

AME: ~~MERCHANTS EXPRESS CORP.~~

AUDIT NUMBER.....H97000008978

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

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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: MERCHANTS EXPRESS CORP.  
REF: W97000012797

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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The name conflict is "MERCHANT EXPRESS OF FLORIDA, INC."

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Becky McKnight  
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ARTICLES OF INCORPORATION  
OF  
MARKET PLACE EXPRESS CORP.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is MARKET PLACE 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 E. 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. 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 30<sup>th</sup> day of May, 1997.

STATE OF FLORIDA

**COUNTY OF BROWARD**

The foregoing instrument was acknowledged before me this 30<sup>th</sup> of May, 1997, by JAMES J. COSTELLO, JR., who is personally known to me or who produced \_\_\_\_\_ identification. \_\_\_\_\_  
AB

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

NOTARY PUBLIC  
STATE OF FLORIDA  
RONALD E. SHNIDER  
COMMISSION # CG 848878  
EXPIRES JUN 20, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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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:

That MARKET PLACE 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  
Registered Agent  
Date: May 30, 1997

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TO TAMPA, FLORIDA