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6/17/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: WHOLESALE NOTIONS, INC.

AUDIT NUMBER.....H97000009964

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

CERT. OF STATUS..1

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

Bm 6/18/97

ARTICLES OF INCORPORATION

OF

WHOLESALE NOTIONS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

WHOLESALE NOTIONS, INC.

The principal place of business of this corporation shall be:

10250 SW 56TH ST D-202
MIAMI, FL 33165

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one hundred shares at five dollars par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

DIRECTOR/ JOSE L. AMOROS SOL
PRESIDENT 10250 SW 56TH ST D-202
 MIAMI, FL 33165

PREPARED BY: JOSE L. AMOROS SOL
 10250 SW 56TH ST D-202
 MIAMI, FL 33165
 305-271-0345

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

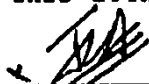
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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JOSE L. AMOROS SOL
10250 SW 56TH ST D-202
MIAMI, FL 33165

The undersigned has (have) executed these Articles of Incorporation this 16th day of June, 1997.



JOSE L. AMOROS SOL

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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 statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: WHOLESALE NOTIONS, INC.

2. The name and address of the registered agent and office is:

JOSE L. AMOROS SOL
10250 SW 56TH ST D-202
MIAMI, FL 33165

SIGNATURE *JAS*

TITLE Pres

DATE 00/16/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *JAS*

DATE 00/16/97

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