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Florida Department of State
Division of Corporations
100 East Gaines Street
Tallahassee, FL 32399

June 23, 1997

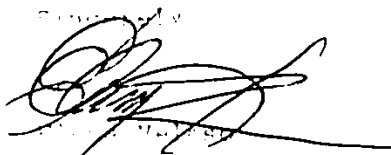
Florida Department of State
Division of Corporations
100 East Gaines Street
Tallahassee, FL 32399

Division of Corporations,

Enclosed are Articles of Incorporation to be filed and assigned
to the State of Florida. A check in the amount of \$122.50 is
enclosed to cover applicable fees.

Thank you. Should you have any questions or comments, please call
me at 919-7700.

Sincerely,



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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
Veloso Home Center, Inc.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:
Veloso Home Center, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1 All lawful purposes

2 To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise real and personal property, and services, of every class, kind and description; except that insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

3 To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

4 To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5 To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6 To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment thereon.

The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporators or the directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than five hundred dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is:

17805 NW 57th Avenue
Miami Florida 33055

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, The United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE VII

This corporation shall have not less than one director, initially. The number of directors may be increased or diminished from time to time with By-Laws adopted by the Stockholders, but shall never be less than one. This corporation shall begin with one director.

ARTICLE VIII

The initial registered office of the corporation is:
17105 NW 57th Avenue, Miami, FL 33055

The initial registered agent of the corporation is:
Elena Veloso

ARTICLE IX

The names and street addresses of each subscriber to these Articles of Incorporation and the number of shares of stock which each agrees to take are as follows:

Subscriber	Address	Shares
Elena Veloso	7445 N Augusta Drive, Miami, FL 33015	100 shares

ARTICLE X

The names and street addresses of the members of the first Board of Directors and officers, who shall hold office for the first year of existence of this corporation, or until their successors are elected and have qualified are:

Elena Veloso	7445 N Augusta Drive, Miami, FL 33015	President/Dir
		Sec/Treas

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon.

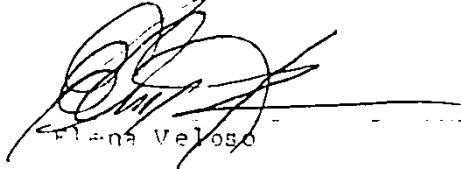
ARTICLE XII

The Stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock, and such agreements shall be valid and this corporation may join as a party thereto.

ARTICLE XIII

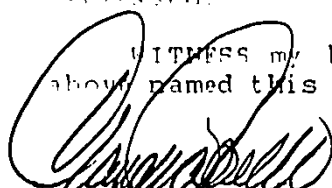
This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its goodwill, its corporate franchises or any property or assets essential to its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfers of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the corporation.

IN WITNESS whereof the undersigned subscribers have hereunto set their hands and seals this 16th day of June, 1997.


Elena Veloso

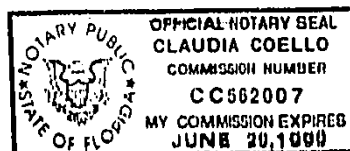
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared Elena Veloso and made well known to be the persons who executed the foregoing Articles of Incorporation, and have acknowledged before me that the above names executed the same for the purpose therein expressed.


WITNESS my hand and official seal in the County and State above named this 16 day of June, 1997.
Notary Public
State of Florida

My Commission Expires:

DL# V420200-37-679-0



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

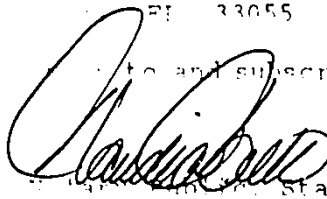
To: Department of State
Secretary of the State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

I, Elena Veloso, hereby accept the appointment as registered agent for Veloso Home Center, Inc.


Elena Veloso

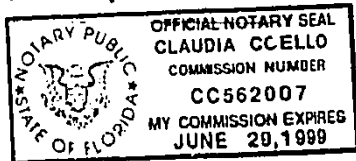
Address of registered agent:

17225 NW 57th Avenue
Fort Myers, FL 33955

 to and subscribed before me this 16 day of June 1997.

Claudia Cello, Secretary of the State of Florida

Commission expires:
DU# V 420-200-37-679-0.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 17 1997