

P9 7000058148

WALDMAN & FELUREN, P.A.
ATTORNEYS AT LAW

ONE FINANCIAL PLAZA, SUITE 500
FORT LAUDERDALE, FLORIDA 33394

TELEPHONE (954) 467-8600

FACSIMILE (954) 467-8600

GLENN J. WALDMAN*
MARK S. FELUREN**
CRAIG J. TRIGOBUFF
MOURA S. SHERON
MICHAEL KRAFT

*ALSO ADMITTED IN COLORADO
**ALSO ADMITTED IN NEW YORK

FILED
JUL -2 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI / DADE COUNTY OFFICE
2301 COLLINS AVENUE
SUITE M-14
MIAMI BEACH, FLORIDA 33139

OF COUNSEL
MARK H. HILDEBRANDT, P.A.

June 18, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

80000220558--9
-06/23/97--01183--003
*****70.00 *****70.00

Re: MBW Enterprises, Inc.

To Whom It May Concern:

Enclosed please find original executed Articles of Incorporation, as well as a copy thereof, for the referenced company. Please file the enclosed Articles of Incorporation as soon as possible.

Also enclosed is a check in the amount of \$70.00, representing the requisite filing fee and registered agent designation fee. Kindly stamp and return the copy of the Articles of Incorporation to the undersigned.

Very truly yours,



Mark S. Feluren

MSF/mw
Enclosures

Handwritten notes and signatures at bottom right, including dates like 7/2/97 and 6/24/97.



COPY

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 24, 1997

MARK S FELUREN, ESQ.
ONE FINANCIAL PLAZA, SUITE 1500
FT LAUDERDALE, FL 33394

SUBJECT: MBW ENTERPRISES, INC.
Ref. Number: W97000014718

We have received your document for MBW ^{WHOLESALE} ENTERPRISES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 297A00033480

ARTICLES OF INCORPORATION
OF
MBW WHOLESALE, INC.

FILED

97 JUL -2 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is MBW Wholesale, Inc.

SECOND: The principal office of the Corporation shall be located at 7911 North Colony Circle, Building 8-102, Tamarac, Florida 33321. The mailing address of the Corporation is 7911 North Colony Circle, Building 8-102, Tamarac, Florida 33321.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the person who is to serve as the sole member of the initial Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Waller	7911 North Colony Circle Building 8-102 Tamarac, Florida 33321

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is One Financial Plaza, Suite 1500, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of the Corporation at such address is Waldman & Feluren, P.A.

SIXTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
William Waller	7911 North Colony Circle Building 8-102 Tamarac, Florida 33321

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been filed by the Department of State.

Signed on June 27th, 1997

William E. Waller
William Waller, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

WALDMAN & FELUREN, P.A.

By: Neil Le

TALLAHASSEE, FLORIDA

97 JUL -2 PM 3:28

FILED