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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 3, 1997

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Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

Re: Incorporation Documents


Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Tarrant Distributors, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, # , in the amount of \$122.50 representing the fee for said filings is enclosed.

Very truly yours,


Edward Tarrant
P.O. Box 898
Fort Lauderdale, Florida 33302

P. G. G. G. G.

JUL 11 1997

ARTICLES OF INCORPORATION

OF

Tarrant Distributors, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, do hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon the acceptance of the State of Florida of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

Tarrant Distributors, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

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.

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-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 2920 Florida Boulevard, Unit 114, Delray Beach, Florida 33483 and the name of the initial registered agent of this corporation at that address is Edward Tarrant.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation is:

Edward Tarrant
P.O. Box 898
Fort Lauderdale, Florida 33302

ARTICLE IX. Officers. The initial officer of the corporation will be: Edward Tarrant, President, Secretary, and Treasurer.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Edward Tarrant
P.O. Box 898
Fort Lauderdale, Florida 33302

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 2920 Florida Boulevard, Unit 114, Delray Beach, Florida 33483.

ARTICLE XIV. The registered agent and the corporate officers may be different, but at the same place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of July, 1997.

Edward Tarrant (SEAL)

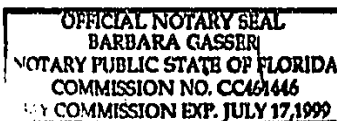
STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Edward Tarrant, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 3rd day of July, 1997.

Barbara Casser
NOTARY PUBLIC
BARBARA CASSER

My Commission Expires: _____



CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, FL 32304

I, Edward Tarrant, do hereby consent to serve as
registered agent for the corporation, Tarrant Distributors,
Inc. this 3rd day of July, 1997.


Edward Tarrant

Address of registered agent:

P.O. Box 898
Fort Lauderdale, Florida 33302

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