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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: STRATEGIC ALLIANCE CORPORATION  
AUDIT NUMBER.....H97000011877  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
Strategic Wholesale Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Strategic Wholesale Corporation

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Suite 100  
1208 West Newport Center Drive  
Deerfield Beach, Florida 33442

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gene S. Rosen  
Suite 305  
1550 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179  
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Gene S. Rosen  
Suite 305  
1550 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179

The undersigned has executed these Articles of Incorporation this  
18th day of August, 1997

  
Gene S. Rosen . Incorporator

Prepared By:  
GENE S. ROSEN  
Suite 305  
1550 N.E. Miami Gardens Drive  
North Miami Beach, Florida 33179  
Florida Bar #175752  
Telephone: 949-2113

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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: Strategic Wholesale Corporation

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

Gene S. Rosen

(NAME)

1550 N.E. Miami Gardens Drive, Suite 305

(P.O. BOX NOT ACCEPTABLE)

North Miami Beach, Florida 33179

(CITY/STATE/ZIP)

SIGNATURE

Carol Wigdor  
Carol Wigdor (Corporate  
Officer)

TITLE Vice President

DATE August 18, 1997

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Gene S. Rosen

DATE August 18, 1997

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GENE S. ROSEN ATTORNEY AT LAW  
SUITE 305, SKYLAKE STATE BANK BLDG 1550 MIAMI GARDENS DRIVE, NO MIAMI BEACH, FLORIDA 33179

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