

P97000084246

Brenda J. Hinson
Star Route 3, Box 1231
Satsuma, Florida 32189

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: MP WHOLESALERS, INC.

400002305814--8
-09/29/97--01073--010
****122.50 ****122.50

Dear Sir:

I am sending you herewith the original and one copy of the Articles of Incorporation for MP WHOLESALERS, INC. a Florida corporation, with the Resident Agent's appointment included, and a check in the amount of \$122.50 to cover the filing fees.

I would appreciate your issuing the Charter for this corporation at your earliest convenience, and returning it to me at the above address.

If there are any problems, I would appreciate your notifying me by telephone at (904) 467-9043. Thank you for your consideration in this matter.

Very truly yours,

Brenda J. Hinson
Brenda J. Hinson

Enclosures

FILED
DEPT. OF STATE
DIVISION OF CORPORATE
97 SEP 29 AM 8:51

RP
9-30-97

ARTICLES OF INCORPORATION

OF

MP WHOLESALERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 29 AM 8:51

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida in accordance with the Florida General Corporation Act.

ARTICLE I

The name of the corporation is MP WHOLESALERS, INC.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

ARTICLE IV

The Corporation shall have authority to issue seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Every shareholder shall have a pre-emptive right to acquire pro-rata additional shares when issued or authorized, including treasury shares.

ARTICLE VI

The address of the initial registered office of the corporation in the State of Florida is Star Route 3, Box 1231, Satsuma, Putnam County, Florida 32189; and the name of its registered agent at such address is Brenda J. Hinson. The principal office of the corporation and the office of the Registered Agent are both located at Star Route 3, Box 1231,

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be one (1). The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted by its shareholders, but the number of Directors shall never be less than one (1). The name and address of the person who is to serve as Director until the first meeting of its shareholders, or until his successor be elected and qualify, is:

<u>Name</u>	<u>Address</u>
Brenda J. Hinson	Star Route 1, Box 201 AA Crescent City, Florida 32112

ARTICLE VIII

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Brenda J. Hinson	Star Route 1, Box 201 AA Crescent City, Florida 32112

ARTICLE IX

The stock of this corporation may be issued pursuant to a plan as contemplated by section 1244 of the Internal Revenue Code of 1954; and the directors, officers and shareholders of the corporation are authorized to adopt such a plan.

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this 25th day of September, 1997.

 (SEAL)
Brenda J. Hinson

STATE OF FLORIDA

COUNTY OF PUTNAM

I, MONICA T. JOHNSON, a Notary Public
in and for the aforementioned County and State, do hereby certify
that Brenda J. Hinson personally appeared before me this day and
acknowledged the due execution of the foregoing Articles of
Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed my notarial seal this 25th day of September, 1997.



MONICA T. JOHNSON
COMMISSION # CC000083
EXPIRES OCT 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

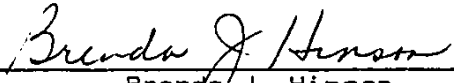
[Signature]
Notary Public

My commission expires: OCT 18, 1999


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That MP WHOLESALERS, INC. desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at City of Satsuma, State of Florida, has named
Brenda J. Hinson, located at Star Route 3, Box 1231, Satsuma,
Putnam County, Florida 32189, as its Agent to accept service of
process within Florida.


Brenda J. Hinson
Title: President
Date: September 25, 1997

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


Registered Agent
Date: September 25, 1997