

P 970000 89793

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002322345--8
-10/17/97--01049--011
****122.50 ****122.50

SUBJECT: MEREDITH WHOLESALE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50, in payment of the required filing fees, and a certified copy.

FROM: ANNE JANE MEREDITH

2814 N. 46 AVENUE, APT H276

HOLLYWOOD, FL 33021

(954) 963-4642

FILED
97 OCT 17 AM 9:50
TALLAHASSEE, FLORIDA

F. C. H. 10/20/97 OCT 20 1997

ARTICLES OF INCORPORATION

OF

MEREDITH WHOLESALE, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION
UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I- NAME OF CORPORATION

THE NAME OF THE CORPORATION SHALL BE **MEREDITH WHOLESALE, INC.**

ARTICLE II- PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

2814 N. 46 AVENUE, APT H276

HOLLYWOOD, FLORIDA 33021

ARTICLE III- DURATION

THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE IV- NATURE OF BUSINESS

THE PURPOSE OF THIS CORPORATION IS TO ENGAGE IN ANY ACTIVITY
OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE
STATE OF FLORIDA.

ARTICLE V- CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED
(500) SHARES OF COMMON STOCK HAVING A NOMINAL OR PAR VALUE OF
ONE (\$1.00) DOLLAR PER SHARE. THE CONSIDERATION TO BE PAID FOR
EACH SHARE OF STOCK SHALL BE FIXED BY THE BOARD OF DIRECTORS.

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ARTICLE VI- INITIAL REGISTERED AGENT

THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS AS
FOLLOWS:

ANNE JANE MEREDITH

2814 N. 46 AVENUE, APT H276

HOLLYWOOD, FLORIDA 33021

ARTICLE VII- INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE
NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME
TO TIME IN BY-LAWS ADOPTED BY THE CORPORATION IN THE MANNER
PROVIDED BY LAW, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR AND OFFICERS
ARE AS FOLLOWS:

NAMES AND ADDRESSES

OFFICE

ANNE JANE MEREDITH

PRESIDENT, DIRECTOR

2814 N. 46 AVENUE, APT H276

HOLLYWOOD, FLORIDA 33021

BRIAN W. MEREDITH

SECRETARY, TREASURER

2814 N. 46 AVENUE, APT H276

HOLLYWOOD, FLORIDA 33021

ARTICLE VIII- INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THIS
ARTICLES OF INCORPORATION IS:

ANNE JANE MEREDITH

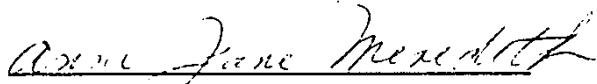
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ARTICLE IX- AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION IN THE STATE OF FLORIDA, THIS 14TH DAY OF OCTOBER, 1997.



INCORPORATOR

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

MEREDITH WHOLESALE, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE

ANNE JANE MEREDITH

2814 N. 46 AVENUE, APT H276

HOLLYWOOD, FLORIDA 33021

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.

Anne Jane Meredith
(SIGNATURE)

Oct 14 - 1977
(DATE)

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97 OCT 17 AM 9:50
TALLAHASSEE, FLORIDA