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BARFIELD WHOLESALE, INC.
3650 HAVENDALE BOULEVARD
AUBURNDALE, FLORIDA 33823

October 22, 1997

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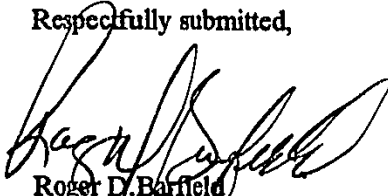
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Enclosed please find the original and one (1) copy of Articles of Incorporation to become effective January 1, 1998.

We are enclosing a check in the amount of \$122.50, filing fee, certified copy of Articles and certificate of status.

Contact person is: Roger D. Barfield. Telephone number is 941-967-5463.

Respectfully submitted,


Roger D. Barfield
Registered Agent

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 12:24

10/24/97

EFFECTIVE DATE

01/01/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 12:24

ARTICLES OF INCORPORATION
OF
BARFIELD WHOLESALE, INC.

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 Barfield Wholesale, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be; 3650 Havendale Blvd., Auburndale, Florida.

ARTICLE III - DURATION

This corporation shall exist in perpetuity, commencing on January 1, 1998.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time if 10,000, all of which shall be common shares with a par value of \$1.00.

ARTICLE VI - PRE-EMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE VII - RESTRICTION ON TRANSFER OF SHARES

A restriction on the transfer or registration of transfer of shares is imposed to obligate the shareholder first to offer the corporation an opportunity to acquire the restricted shares, at the price originally paid.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is: Roger D. Barfield, 3650 Havendale Blvd., Auburndale, Florida 33823.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is: Roger D. Barfield, 3650 Havendale Blvd., Auburndale, Florida 33823.

ARTICLE X - INCORPORATOR

The name of the incorporator to these Articles of Incorporation is: Roger D. Barfield.

ARTICLE XI - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock.

The undersigned incorporator has executed these Articles of Incorporation this 23
Day of October, 1997


Roger D. Barfield

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

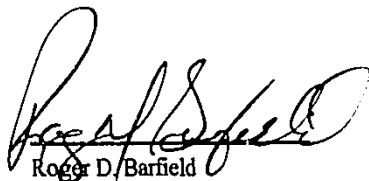
SECRETARY OF STATE
CORPORATIONS
97 OCT 23 PM 12:24

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 IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Barfield Wholesale, Inc.
2. The name and address of the registered agent and office is:

Roger D. Barfield
3650 Havendale Blvd.
Auburndale, Florida 33823

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.



Roger D. Barfield