

P97000099897

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

NOVember 16, 1997

RE: Universal Liquidators Inc.

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-11/21/97--01047--001
*****78.50 *****78.50

Dear Sirs:

Enclosed please find the fees as required:

1. \$35.00 fee for Articles of Incorporation
2. \$35.00 fee for Registered Agent
3. \$8.50 fee for Certificate of Status.

Please return the compltete Articles of Incorporation to
the undersigned incorporator and registered agent:

Anthony Venezia
20448 NE 15th Court
North Miami Beach, Florida 33179

Sincerely,

ANTHONY VENEZIA

FILE/COPY

FILED
97 NOV 21 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date
11/24/97

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State Florida, adopt the following articles of incorporation:

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TALLAHASSEE, FLORIDA

FIRST

The name of the corporation is: **Universal Liquidators and Wholesale, Incorporated.**

SECOND

The period of its duration is: **Infinite.**

THIRD

The purpose of the corporation is: **Purchase and Sales of Goods, as well as all business permitted by the State of Florida.**

FOURTH

The aggregate number of authorized shares is: **1000.**

FIFTH

The corporation will not commence business until at least **One Hundred** dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock **are hereby** authorized.

SEVENTH

Provisions limiting or denying to shareholders the

preemptive right to acquire additional or treasury shares of the corporation are: are hereby not restricted.

The Corporation hereby adopts that the taxable year ends on July 1.

EIGHTH

Provisions for regulating the internal affairs of the corporation are: subject to the decisions of the Board of Directors.

NINTH

The address of the initial registered office of the corporation is: 20448 N.E. 15 Court
N. Miami Beach, Florida 33179
and the name of its initial registered agent at such address is: Anthony Venezia.

TENTH

Address of the principal place of business is:

20448 N.E. 15 Court
N. Miami Beach, Florida 33179

ELEVENTH

The number of directors constituting the initial board of directors of the corporation is one (1), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

Anthony Venezia

20448 N.E. 15 Court

N. Miami Beach, Fl. 33179


TWELFTH

The name and address of each Officer of the Corporation is:

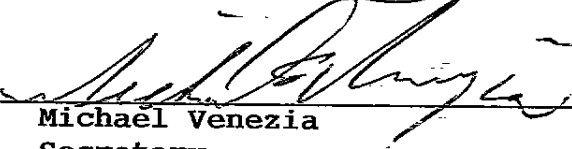
Name	Address
<u>Anthony Venezia, President</u>	<u>20448 NE 15 Court,</u> <u>N. Miami Beach, Fl. 33179</u>
<u>Michael Venezia, Secretary</u>	<u>20448 NE 15 Court,</u> <u>N. Miami Beach, Fl. 33179</u>
<u>Anthony Venezia, Treasurer</u>	<u>20448 NE 15 Court,</u> <u>N. Miami Beach, Fl. 33179</u>

Date: October 20, 1997

Hereby Submitted to the Division of Corporations, in and for
the State of Florida on this date herein.



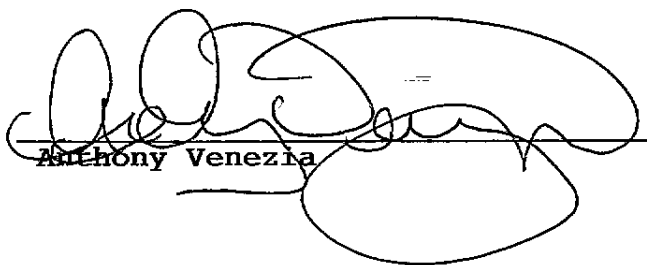
Anthony Venezia
President & Treasurer



Michael Venezia
Secretary

The name and address of the initial registered agent for the Universal Liquidators and Wholesale Incorporated., is as follows:

Anthony Venezia, President
20448 NE 15 Court
N. Miami Beach, Florida 33179


Anthony Venezia

Dated: October 20, 1997

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TALLAHASSEE, FLORIDA