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LAW OFFICES  
KRIS E. PENZELL  
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407 LINCOLN ROAD  
SUITE 10-D  
MIAMI BEACH, FLORIDA 33139

KRIS E. PENZELL

TELEPHONE (305) 531-3000  
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February 3, 1998

Secretary of State  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

FILED  
98 FEB -9 AM 11:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

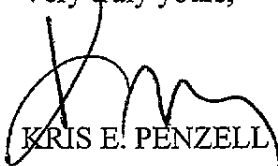
Re: Incorporation of North West Warehouse, Inc.

Dear Sir and/or Madam:

Enclosed please find original and copy of Articles of Incorporation, reference the above noted matter. Please file same with the Secretary of State and return a filed copy to this office along with a certificate of good standing. In furtherance thereof, enclosed please find a check in the amount of \$131.25 payable to the Secretary of State representing the costs in this matter.

If you have any questions, kindly advise.

Very truly yours,

  
KRIS E. PENZELL

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KEP:dc  
Enclosures

2-10-98  
MM

ARTICLES OF INCORPORATION  
OF  
NORTH WEST WAREHOUSE, INC.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, is a natural person, competent and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is NORTH WEST WAREHOUSE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without the issuance of fractional shares, at the same price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND  
ADDRESS OF CORPORATION

The street address of the initial registered office of this corporation is 407 Lincoln Road, Suite 10D, Miami Beach, FL 33139 and the name of the initial registered agent of this corporation at that address is Kris E. Penzell.

The address of the corporation's principal office is 407 Lincoln Road, Suite 10D, Miami Beach, Florida 33139.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Kris E. Penzell, President  
407 Lincoln Road, Suite 10D  
Miami Beach, FL 33139

ARTICLE VIII- INCORPORATOR

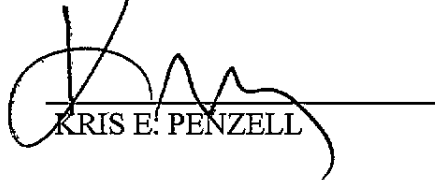
The names and address of the person signing these Articles of Incorporation is:

Kris E. Penzell  
407 Lincoln Road, Suite 10D  
Miami Beach, FL 33139

ARTICLE IX - ACCEPTANCE BY REGISTERED AGENT

I, KRIS E. PENZELL as Registered Agent, do hereby accept to act as Registered Agent of this corporation and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31 day of January, 1998.

  
KRIS E. PENZELL

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, KRIS E. PENZELL, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 31 day of January, 1998.

  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires

