



PA8000019697

ACCOUNT NO. : 072100000032

REFERENCE : 724448 7145968

AUTHORIZATION : Patricia Pzjts

COST LIMIT : \$ 70.00

ORDER DATE : March 2, 1998

ORDER TIME : 10:41 AM

ORDER NO. : 724448-005

CUSTOMER NO: 7145968

600002443886--7

CUSTOMER: Ms. Belen Perez
P&P ACCOUNTING SERVICES

1501 Southwest 16th Avenue

Miami, FL 33145

DOMESTIC FILING

NAME: WESTPOINTE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 1:32

RECEIVED
98 MAR 10 AM 11:38
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF
Westpointe Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 1:32

ARTICLE I

NAME: The name of this corporation is: Westpointe Corporation

ADDRESS: The address of this corporation is:
7788 NW 71st Street Miami, FL 33166

ARTICLE II

COMMENCEMENT OF EXISTENCE: This corporation shall commence to exist on the date of the subscription of these Articles, if filed within five (5) days with the Secretary of State.

ARTICLE III

PURPOSE: This corporation is organized for the purpose of distributing small appliances and electronics for export and transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 300 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, or class of service as that which he /she already holds, shall have the right to purchase his/her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is: 3964B Cocoplum Circle Coconut Creek, FL 33063

The name of the initial registered agent of the corporation at that address is:
Michael Kellerman

ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have 1 director(s) 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. The name(s) and address(es) of the initial director(s) is/are:

NAME	ADDRESS	POSITION	PERCENT OF OWNERSHIP
Michael Kellerman	3964B Cocoplum Circle, Coconut Creek, FL 33063	President	100.00

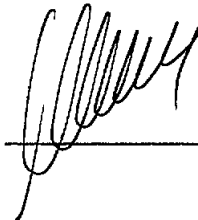
ARTICLE VIII

INCORPORATION: The name and address of the person signing these Articles of Incorporation is:
Michael Kellerman,
3964B Cocoplum Circle, Coconut Creek, FL 33063

ARTICLE IX

INDEMNIFICATION: The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this:
27th day of February 1998



STATE OF FLORIDA

COUNTY OF DADE

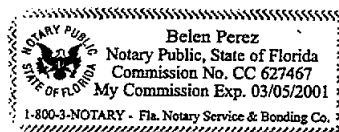
BEFORE ME, the undersigned authority, personally appeared: Michael Kellerman,
to me known to be the person described as Subscriber in and who executed the foregoing Articles of
Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 27th day of February 1998



NOTARY PUBLIC
State of Florida at large

My commission expires:

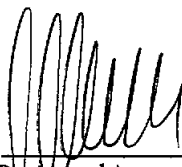


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT ON WHOM PROCESS MAY BE MADE:

Pursuant to section 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

First, that: Westpointe Corporation desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in Miami, Dade County, Florida, has named: Michael Kellerman, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -2 PM 1:32