

March 11, 1998

P98000026900

Wholesale Direct, Inc.
4975 Vincennes St. - B
Cape Coral, FL 33904

Corporate Records Bureau
Division of Corporations
Department of State
PO BOX 6327
Tallahassee, FL 32301

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-03/20/98--01082--006
*****70.00 *****70.00

RE: Wholesale Direct, Inc.

Dear Sir or Madam:

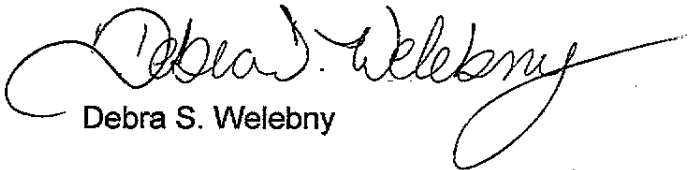
As president of the above named corporation, I am requesting a Charter from the State of Florida in order to start a business as a Corporation in Florida.

Enclosed are the following papers:

- a. Original and one copy of the Certificate of Incorporation for filing and approval by your office;
- b. Certificate of Registered Agent;
- c. A check in the amount of \$70.00
 1. \$35.00 to file Certificate
 2. \$35.00 for Registered Agent Designation

Please return one copy of the Articles stamped with the filing date.

Thank you,


Debra S. Welebny

FILED
98 MAR 20 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~MAILED~~

98-3-23-98

ARTICLES OF INCORPORATION

OF

Wholesale Direct, Inc.

ARTICLE I. CORPORATION NAME

The name of this corporation is:

**Wholesale Direct, Inc.
4975 Vincennes St. - B
Cape Coral, FL 33904**

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ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV. TERMS OF EXISTANCE

This Corporation shall have perpetual existence commencing upon issuance of the Certificate of Incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of this initial Registered Office of this Corporation in the State of Florida shall be:

**Debra S. Welebny
4975 Vincennes St. - B
Cape Coral, FL 33904**

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial Director of this Corporation and his street address is:

Debra S. Welebny
4975 Vincennes St. - B
Cape Coral, FL 33904

The person named as initial director shall hold office for the first year of existence of this Corporation or until the successors are elected or appointed and have been qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Debra S. Welebny
4975 Vincennes St. - B
Cape Coral, FL 33904

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting. By at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders signed a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 16th day of March, 1998.

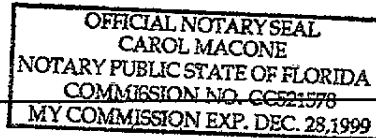
Incorporator


Debra S. Welebny



BEFORE ME, a Notary Public, personally appeared **Debra S. Welebny** to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on March 16, 1998, 1998.

My commission expires: _____



Carol Maccone
Notary Public

I hereby am familiar with and accept the duties and responsibilities as registered agent for Wholesale Direct, Inc.

Debra S. Welebny
Debra S. Welebny, Registered Agent

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TALLAHASSEE, FLORIDA

**Wholesale Direct, Inc.
4975 Vincennes St. Inc.
Cape Coral, FL 33904**

**CERTIFICATE OF DESIGNATING A PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AN AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That **Wholesale Direct, Inc.** desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 4975 Vincennes St. - B, the City of Cape Coral, State of Florida, has named Debra S. Welebny located at 4975 Vincennes St. - B, Cape Coral, FL 33904 as its agent to accept service of process within Florida.

Corporate Officer:


Debra S. Welebny, President

5/11/98
Date

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TALLAHASSEE, FLORIDA