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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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NAME: NEW HORIZON WHOLESALE, INC.

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE FLORIDA

Bm 4/14/98

**ARTICLES OF INCORPORATION
OF
NEW HORIZON WHOLESALE, INC.**

I, THE UNDERSIGNED, BEING OF LEGAL AGE AND A NATURAL PERSON, DO HEREBY SUBSCRIBE TO, ACKNOWLEDGE AND FILE THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF CREATING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE NEW HORIZON WHOLESALE, INC. AND THE INITIAL ADDRESS OF THIS CORPORATION SHALL BE 19300 HOLIDAY ROAD, MIAMI, FLORIDA, 33157.

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND UNDER THE LAWS OF THE UNITED STATES OF AMERICA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS:

NUMBER OF SHARES <u>AUTHORIZED</u>	PAR VALUE <u>PER SHARE</u>	CLASS OF <u>STOCK</u>
500	\$ 1.00	COMMON

THE CONSIDERATION FOR ALL OF THE SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, REAL OR PERSONAL, LABOR OR SERVICES IN LIEU OF CASH, AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE CORPORATION.

ARTICLE IV

THIS CORPORATION SHALL COMMENCE ITS EXISTENCE IMMEDIATELY UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL EXIST PERPETUALLY THEREAFTER UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE V

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE 19300 HOLIDAY ROAD, MIAMI, FLORIDA, 33157 WITH THE PRIVILEGE OF HAVING ITS OFFICES AND BRANCH OFFICES AT OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA. THE INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE PETER GROSS.

Prepared By:
Peter Gross
19300 Holiday Road
Miami, Florida 33157
(305) 298-1226

PREPARED BY:
PETER GROSS
19300 HOLIDAY ROAD
MIAMI, FLORIDA 33157.
(305) 298-1226

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ARTICLE VI

THE CORPORATION SHALL HAVE AT LEAST ONE DIRECTOR, WITH THE EXACT NUMBER TO BE SPECIFIED BY THE STOCKHOLDERS FROM TIME TO TIME UNLESS THE STOCKHOLDERS SHALL, BY A MAJORITY VOTE THEREAFTER, DETERMINE THAT THE CORPORATION BE MANAGED BY THE STOCKHOLDERS.

ARTICLE VII

THE NAME AND ADDRESS OF THE DIRECTORS OF THE CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS SUCCESSOR IS DULY EXECUTED AND QUALIFIED SHALL BE:

DIRECTOR

TITLE

PETER GROSS
19300 HOLIDAY ROAD
MIAMI, FLORIDA 33157

PRESIDENT

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS PETER GROSS
19300 HOLIDAY ROAD, MIAMI, FLORIDA 33157.

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THIS CORPORATION ARE PECUNIARILY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF, SUCH OTHER CORPORATION, ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION WHO IS ALSO A DIRECTOR OR AN OFFICER OF SUCH OTHER CORPORATION, OR WHO IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, WITH LIKE FORCE AND EFFECT AS IF HE WERE NOT SUCH A DIRECTOR OR OFFICER OR SUCH OTHER CORPORATION, OR NOT SO INTERESTED.

ARTICLE X

THE PRIVATE PROPERTY OF THE STOCKHOLDER SHALL NOT BE SUBJECT TO PAYMENT OF THE CORPORATE DEBTS IN ANY EVENT.

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ARTICLE XI

THIS CORPORATION SHALL INDEMNIFY AND MAY INSURE ITS OFFICERS AND DIRECTORS TO THE FULLEST EXTENT PERMITTED BY LAW EITHER NOW OR HEREFTER.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, BEING THE INCORPORATORS HEREIN BEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND HEREUNTO SIGN MY NAME ON THIS 31ST DAY OF MARCH, 1998.



PETER GROSS

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**CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT**

IN COMPLIANCE WITH THE LAWS OF FLORIDA, THE FOLLOWING IS SUBMITTED:

FIRST, THAT NEW HORIZON WHOLESALE, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED PETER GROSS - 19300 HOLIDAY ROAD, MIAMI, FLORIDA 33157, COUNTY OF DADE, STATE OF FLORIDA, AS ITS STATUTORY REGISTERED AGENT.

HAVING BEEN NAMED THE STATUTORY REGISTERED AGENT OF THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN, AND I ACCEPT THE OBLIGATIONS OF SECTION 607.325 F.S.



PETER GROSS
REGISTERED AGENT

DATED THIS 31ST DAY
OF MARCH, 1998.

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