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March 31, 1998

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

300002497933--5
-04/23/98--01064--016
****122.50 ****122.50

Re: G.C.M. Warehouse Corp.

Dear Sir/Madam:

Enclosed is an original and a copy of the Articles of Incorporation for G.C.M. Warehouse Corp., as well as a check in the amount of \$122.50 for filing fees. Also enclosed is a self-addressed, stamped envelope for your convenience in returning a Certified Copy of the Articles of Incorporation.

Very truly yours,

LAW OFFICES OF
DAVID M. BERMAN, P.A.

By: 
David M. Berman

DMB/jcl
Enclosures

DMC
4/24/98

FILED
98 APR 23 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

G.C.M. Warehouse Corp.

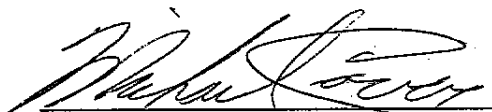
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: The name of this corporation is "G.C.M. Warehouse Corp."
- SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- THIRD: This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH: The principal office address for this corporation is: 5725 San Vicente Street, Coral Gables, Florida 33146.
- FIFTH: The street address of the initial registered office is: 5725 San Vicente Street, Coral Gables, Florida 33146, and the name of the initial registered agent of this corporation at that address is: Michael Cover.
- SIXTH: This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are: Michael Cover, President/Director, 5725 San Vicente Street, Coral Gables, Florida 33146 and Domenick Cover, Vice President, 5725 San Vicente Street, Coral Gables, Florida 33146.
- SEVENTH: The name and address of the incorporator of this corporation is: Michael Cover, 5725 San Vicente Street, Coral Gables, Florida 33146.
- EIGHT: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of April, 1998.



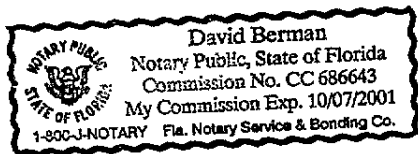
Michael Cover
Incorporator


STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

Before me, a Notary Public authorized to take acknowledgements in the State and County seat above, personally appeared Michael Cover, known to me and known by me to be the person who executed the forgoing Articles of Incorporation, and Michael Cover acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have, hereunto, set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of April, 1998.

My Commission Expires:




NOTARY PUBLIC
STATE OF FLORIDA

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Michael Cover