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THE LAW OFFICES OF  
**LOBECK & HANSON**

PROFESSIONAL ASSOCIATION

CONDOMINIUM  
COOPERATIVE AND  
COMMUNITY  
ASSOCIATIONS

PERSONAL INJURY  
FAMILY LAW

CRIMINAL DEFENSE  
CIVIL LITIGATION

April 24, 1998

P98000038622

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

Re: Articles of Incorporation  
Mel's Wholesale, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find the original Articles of Incorporation of  
Mels' Wholesale, Inc. for filing with the Secretary of State.

Also enclosed herewith is a check in the amount of \$70.00 to  
cover the costs associated with this request. Please confirm the  
filing of the enclosed Articles and provide to this office a  
certified copy of the same.

Thank you for your attention to this matter.

Very truly yours,

*Mark A. Hanson*

Mark A. Hanson, Esquire

MAH/paa  
Enclosures

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98 APR 27 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER APR 29 1998

ARTICLES OF INCORPORATION  
OF

MEL'S WHOLESALE, INC.

The undersigned, hereby declares these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name and principal place of business and mailing address of the corporation is:

MEL'S WHOLESALE, INC.  
6513 14th Street West  
Bradenton, Florida 34207

ARTICLE II

The corporate purposes are:

(a) To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida including, but not limited to, the business of retail and wholesale distribution and sales of merchandise and any activities in any way related thereto.

(b) To have, in furtherance of the corporate purposes, all of the powers conferred upon the corporations organized in the State of Florida, subject to any limitations thereof contained in these Articles of Incorporation, in Chapter 607 of the Florida Statutes, or any laws of the State of Florida, and to conduct any lawful business or enterprise.

ARTICLE III

The Corporation shall have power:

(a) To have perpetual succession by its corporation name.

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TALLAHASSEE, FLORIDA

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations, of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any

of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE IV

The amount of capital stock authorized and the maximum number of shares of par value common stock, of no par value stock, and preferred stock of every kind, class or series of each with their distinguishing characteristics and the par value of all shares having par value are as follows:

The total authorized capital stock of this corporation is one hundred (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. There shall be only one class of stock.

#### ARTICLE V

The amount of capital with which this corporation will commence business is one hundred (100) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share.

#### ARTICLE VI

This corporation is to exist perpetually.

#### ARTICLE VII

The street address of the initial registered office and the name of its initial registered agent at such office is as follows:

Melvin Weinberg  
6513 14th Street West  
Bradenton, Florida 34207

#### ARTICLE VIII

This Corporation shall have one (1) Director initially. The number of Directors may be modified from time to time by Bylaws adopted by the Shareholders.

ARTICLE IX

The name and street address of the first Board of Directors is as follows:

Melvin Weinberg  
6513 14th Street West  
Bradenton, Florida 34207

ARTICLE X

The name and address of the incorporator to these Articles of Incorporation are as follows:

Melvin Weinberg  
6513 14th Street West  
Bradenton, Florida 34207

ARTICLE XI

No other contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a director or officer of another corporation, or (b) the fact that any Director, individually or jointly with others may be appointed to or may be interested in the contract or transaction; and each person who becomes a Director of this corporation is hereby relieved of any liability that may otherwise arise by reason of his contracting with this corporation of the benefit of himself or any firm or corporation in which he may be interested.

ARTICLE XII

These Articles of Incorporation may be amended by Resolution

adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the Shares entitled to vote thereon.

The undersigned Incorporator has executed these Articles this 24th day of April, 1998.

Melvin Weinberg  
MELVIN WEINBERG

STATE OF FLORIDA  
COUNTY OF SARASOTA

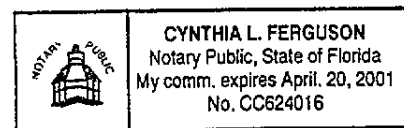
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to administer oaths, personally appeared MELVIN WEINBERG, to me known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation for the uses and purposes expressed therein.

WITNESS my hand and official seal in the State and County named above this 24th day of April, 1998.

Cynthia L. Ferguson  
NOTARY PUBLIC  
Cynthia L. Ferguson  
Printed Name of Notary

My Commission Expires:

4-20-2001



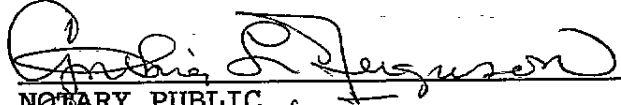
ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Melvin Weinberg  
MELVIN WEINBERG, Registered Agent

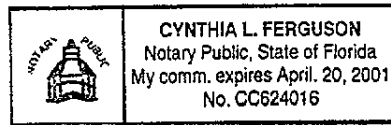
STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing acceptance was subscribed and acknowledged before me by MELVIN WEINBERG, as Registered Agent, who is personally known to me, and who acknowledged to and before me that he executed the same freely and voluntarily for the purposes therein expressed, this 24<sup>th</sup> day of April, 1998.

  
NOTARY PUBLIC  
Cynthia L. Ferguson  
Printed Name of Notary

My Commission Expires:

4-20-2001



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TALLAHASSEE, FLORIDA