



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 811995 4340059

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : May 8, 1998

ORDER TIME : 10:14 AM

ORDER NO. : 811995-005

CUSTOMER NO: 4340059

600002517246--5

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

DOMESTIC FILING

NAME: NORTHEAST WHOLESALE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:22

FILED
DIVISION OF CORPORATIONS
98 MAY -8 AM 11:27
58/98

ARTICLES OF INCORPORATION
OF
NORTHEAST WHOLESALE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 1:22

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and principal address of this Corporation shall be:

NORTHEAST WHOLESALE, INC.
6363 N.W. 6th Way, Suite 230
Fort Lauderdale, Florida 33309

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

6363 N.W. 6th Way, Suite 230
Fort Lauderdale, Florida 33309

The name of the initial registered agent of this Corporation at that address shall be:

Martin J. Marks

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The name and street address of the initial members of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Martin J. Marks	6363 N.W. 6th Way, Suite 230 Fort Lauderdale, Florida 33309
Jennifer L. Zwiebel	6363 N.W. 6th Way, Suite 230 Fort Lauderdale, Florida 33309

ARTICLE VIII

INCORPORATOR

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

Name

Street Address

Samuel C. Ullman

c/o Kelley Drye & Warren LLP
201 South Biscayne Blvd.
Suite 2400
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 7th day of May, 1998.



Samuel C. Ullman, Incorporator


APR 29 1998 12:40 FR KDW LLP - MIA FL

305 372 2490 TO 8083#506679#0001 P.05/05

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

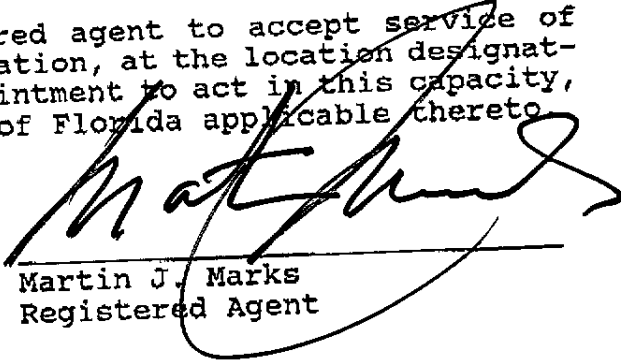
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In pursuance of Section 48.091 and Chapter 607, Florida Statutes, NORTHEAST WHOLESALE, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 6363 N.W. 6th Way, Suite 230, Fort Lauderdale, Florida 33309, has named Martin J. Marks, located thereat as its registered agent to accept service of process within this state.



Samuel C. Ullman, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Martin J. Marks
Registered Agent