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706397

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

BAPS Wholesale Inc.

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-12/01/98--01073--017

*****78.75 *****78.75

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Ordered By: _____

Date: _____

**STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
BAPS WHOLESALE, INC.**

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
"BAPS WHOLESALE, INC."

SECOND: The street address of the initial principal office of the corporation shall be 14100 US Highway 19 North, Ste. 103, Clearwater, FL 33764, and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 1,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is 14100 US Highway 19 North, Ste. 103, Clearwater, FL 33764, and the name of its initial registered agent at such address is: Pierre Narvades.

SIXTH: This corporation is to exist perpetually.

SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is One (1), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

Pierre Narvades, 14100 US Highway 19 North, Ste. 103, Clearwater, FL 33764

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

David L. Surina: 11018 Southwest Highway, Palos Hills, IL 60465

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of November, 1998.



David L. Surina, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

BAPS WHOLESALE, INC.

Acceptance by the Registered Agent as required in section 607.0501 (3)
F.S.: Pierre Narvades, is familiar with and accepts the obligations provided
for in Section 607.0505.

Dated: 11/30/98 , 1998

BY 
Pierre Narvades

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