



THE UNITED STATES
CORPORATION
COMPANY

P99000013784

ACCOUNT NO. : 072100000032

REFERENCE : 132060 128930A

AUTHORIZATION :

Patricia Pujant

COST LIMIT : \$ 78.75

ORDER DATE : February 11, 1999

ORDER TIME : 12:11 PM

200002773072--8

ORDER NO. : 132060-010

CUSTOMER NO: 128930A

CUSTOMER: William J. Dietz, Esq
WILLIAM JAMES DIETZ, ESQ
WILLIAM JAMES DIETZ, ESQ
25 South Magnolia Avenue

Orlando, FL 32801

DOMESTIC FILING

NAME: S & G WAREHOUSE DISTRIBUTORS,
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: Angie Glisar

EXAMINER'S INITIALS:

g 2/11/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 5:28

DIVISION OF CORPORATION

99 FEB 11 PM 1:07

RECEIVED

EFFECTIVE DATE

2/10/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 5:28

**ARTICLES OF INCORPORATION
OF**

S & G Warehouse Distributors, Inc.

In compliance with the requirements of Chapter 607 of the Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I CORPORATE NAME.

The name of this corporation is S & G Warehouse Distributors, Inc.

ARTICLE II PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 19 North Westmoreland Drive, Orlando, Florida 32805.

ARTICLE III EXISTENCE

The existence of the corporation shall begin on February 10, 1999.

ARTICLE III CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The corporation will have only one class of shares.

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is William James Dietz , Dietz & Sanders, P.A., 25 South Magnolia Avenue, Orlando, Florida 32801.

ARTICLE V INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is William James Dietz, 25 South Magnolia Avenue, Orlando, Florida 32801.

Articles of Incorporation of S & G Warehouse Distributors, Inc.
Page 2 of 2
February 10, 1999

ARTICLE VI DIRECTORS

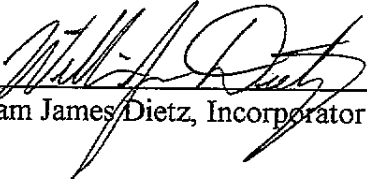
This Corporation shall have up to five members on the Board of Directors. The Initial Board of Directors and their addresses are:

Larry Goldfarb 19 North Westmoreland Drive, Orlando, Florida 32805.

ARTICLE VII AMENDMENTS

These Articles may be amended by a favorable vote of Seventy-five percent (75%) percent of the Shareholders or Board of Directors.

The undersigned has executed these articles of incorporation on February 10, 1999.



William James Dietz, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

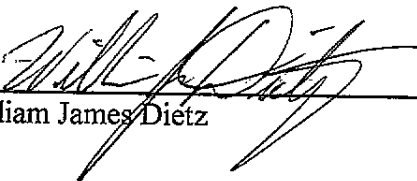
Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is S & G Warehouse Distributors, Inc..
2. The name of the registered agent is William James Dietz.
3. The address of the registered agent/registered office is Dietz & Sanders, P.A. 25 South Magnolia Avenue, Orlando, Florida 32801.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: February 10, 1999



William James Dietz

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