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RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

February 24, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 12:13

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300002787483--0
-02/25/99-01074-011
*****78.75 *****78.75

RE: FSB TRADING COMPANY, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

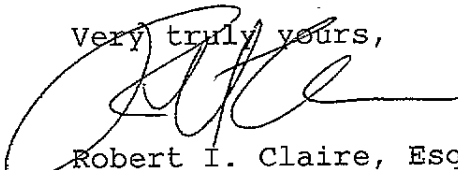
Also enclosed is check in the amount of \$78.75 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	8.75
Reg. Agent	<u>35.00</u>
Amount	\$ 78.75

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

RIC/cg
Enclosures/check

3-2-99

ARTICLES OF INCORPORATION
OF
FSB TRADING COMPANY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

FSB TRADING COMPANY, INC.
7280 W. Palmetto Park Road, Suite 106
Boca Raton, FL 33433

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To buy and sell products on a wholesale and retail basis.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Rachelle Friedland, Director	7280 W. Palmetto Park Road Suite 106 Boca Raton, FL 33433
Stephen Schoenberg, Director	7280 W. Palmetto Park Road Suite 106 Boca Raton, FL 33433
Robert Goldberg, Director	7280 W. Palmetto Park Road Suite 106 Boca Raton, FL 33433

ARTICLE VII

OFFICERS

The names and addresses of each initial officer is as follows:

Robert Goldberg,
President

7280 W. Palmetto Park Road
Suite 106
Boca Raton, FL 33433

Rachelle Friedland
Vice President,

7280 W. Palmetto Park Road
Suite 106
Boca Raton, FL 33433

Stephen Schoenberg
Secretary and Treasurer

7280 W. Palmetto Park Road
Suite 106
Boca Raton, FL 33433

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Stephen Schoenberg

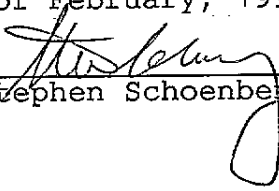
7280 W. Palmetto Park Road
Suite 106
Boca Raton, FL 33433

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 24th day of February, 1999.



Stephen Schoenberg

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
24th day of February, 1999, by Stephen Schoenberg, who is
personally known to me or who has produced _____ as
identification and who did/did not take an oath.

My commission expires: ...


NOTARY PUBLIC



Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FSB TRADING COMPANY, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 24th day of February, 1999.


Robert I. Claire
Registered Agent

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