

P 99000043101

STEPHEN COVERT, P.A.
ATTORNEY AT LAW

760 U.S. HWY. ONE, SUITE 306
NORTH PALM BEACH, FL 33408

(561) 776-9700
FAX: (561) 776-9702

April 29, 1999

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

000002869700--1
-05/10/99--01121--008
*****78.75 *****78.75

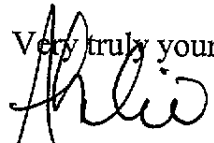
Re: B'SMFT WHOLESALE & DISTRIBUTING, INC.

Dear Sir or Madam:

Enclosed please find original and two (2) copies of the above mentioned Articles of Incorporation. Please record them and return to us a certified copy. We have also enclosed our trust account check in the amount of \$78.75 to complete this process.

If you need anything further, please do not hesitate to contact us directly.

Very truly yours,

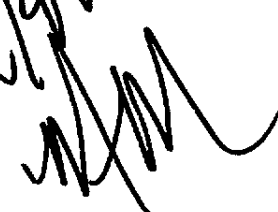

Ashlie Stoken for
Stephen Covert

:ash
Enclosure

C:\DATA\CLIENTS\MAIWURM\CORP.LTR

FILED
99 MAY 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C:\DATA\CLIENTS\MAIWURM\CORP.LTR

5/12/99


ARTICLES OF INCORPORATION

OF

B'SMFT WHOLESALE & DISTRIBUTING, INC.

FILED
99 MAY 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

B'SMFT WHOLESALE & DISTRIBUTING, INC.

The address of the principal office of this corporation shall be 8106 Damascus Drive, Palm Beach Gardens, Florida 33418, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8106

Damascus Drive, Palm Beach Gardens, Florida 33418, and the name of the initial registered agent of the corporation at that address is Ray A. Maiwurm.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successors is elected or appointed is:

Ray A. Maiwurm	8106 Damascus Drive
Dir./Pres./Sec./Treas.	Palm Beach Gardens, FL 33418

ARTICLE VII. INCORPORATOR

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

Ray A. Maiwurm
8106 Damascus Drive,
Palm Beach Gardens, Florida 33418

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal on
April 15, 1999.

B'SMFT WHOLESALE &
DISTRIBUTING, INC.

By: Ray A. Maiwurm
RAY A. MAIWURM

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

RAY A. MAIWURM, an individual, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of the Registered Agent under Section 607.0505, Florida Statutes.

B'SMFT WHOLESALE &
DISTRIBUTING, INC.

By: Ray A. Maiwurm
RAY A. MAIWURM

FILED
99 MAY 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA