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September 24, 1999

Secretary of State  
Corporate New Filings Division  
P. O. Box 6327  
Tallahassee Florida 32314

600002997016--1  
-09/27/99-01023--017  
\*\*\*\*157.50 \*\*\*\*\*78.75

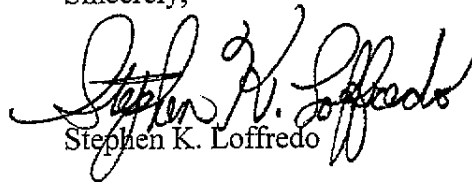
Re: New Filings, Articles of Incorporation  
- L & L Wholesale Corp.  
- Dell's "S" Corp.

Dear Sir or Madam:

Enclosed herein are the original Articles of Incorporation for the two captioned corporations. Please cause these to be filed in your division.

Also enclosed is an extra copy of each one, along with my check for filing fees and certified copies in the total sum of \$157.50. Thank you for your assistance.

Sincerely,

  
Stephen K. Loffredo

Encl.  
SKLpl

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
FOR  
L & L WHOLESALE CORP.

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

ARTICLE I - NAME

The name of the corporation shall be L & L WHOLESALE CORP. This corporation shall be constituted and shall operate as a Florida Corporation for profit, which existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be 1550 West 29<sup>th</sup> Street, Suite 1, Hialeah, Florida 33012

ARTICLE III - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 150 shares, with a par value of \$41.00 per share, 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.

ARTICLE IV - REGISTERED OFFICE

The initial street address of the Corporation's registered office is 9999 N. E. 2<sup>nd</sup> Avenue, Suite 216, Miami Shores, Florida 33138. The initial registered agent for the Corporation at that address is Stephen K. Loffredo.

ARTICLE V - DIRECTORS

The initial board of directors consists of three members. This number may be increased or decreased from time to time in accordance with the Corporation's By-Laws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

1. Luis Iglesias, President/Director  
1798 S. W. 9<sup>th</sup> Street  
Boca Raton, Florida 33486

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2. Jason Frias, Vice-President/Director  
1799 S. W. 10<sup>th</sup> Street  
Boca Raton, Florida 33486

3. Jose Iglesias, Treasurer/Director  
1514 N. W. 25<sup>th</sup> Avenue  
Miami, Florida 33125

#### ARTICLE VI - INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

1. Luis Iglesias  
1798 S. W. 9<sup>th</sup> Street  
Boca Raton, Florida 33486
2. Jason Frias  
1799 S. W. 10<sup>th</sup> Street  
Boca Raton, Florida 33486
3. Jose Iglesias  
1514 N. W. 25<sup>th</sup> Avenue  
Miami, Florida 33125

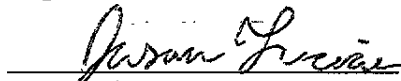
#### ARTICLE VII - INDEMNIFICATION


The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these articles of

Incorporation this 23 day of September, 1999.

  
Luis Iglesias

  
Jason Frias

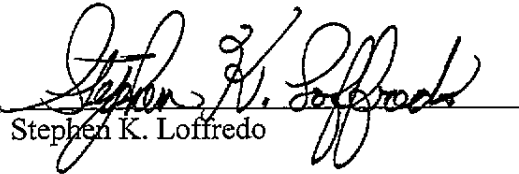
  
Jose Iglesias

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for L & L  
WHOLESALE CORP.

at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date 9-24-99

  
Stephen K. Loffredo

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