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*Law Offices*  
*Manuel Diner, P.A.*

BAYSIDE OFFICE CENTER  
141 NORTHEAST 3RD AVENUE  
SUITE 601  
*Miami, Florida 33132*  
TELEPHONE (305) 358-7880  
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September 12, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300003394283--7  
-09/15/00--01033--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: CBD COMPANY INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the above referenced corporation, together with our client's check in the sum of \$78.75 representing the filing and certified copy fee.

Should you have any questions, please feel free to call this office.

Very truly yours,

MANUEL DINER, P.A.



Manuel Diner, Esq.

MD/da  
Enclosure

FILED  
00 SEP 15 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Feb*  
*9/18*

**ARTICLES OF INCORPORATION  
OF  
CBD COMPANY INC.**

**ARTICLE I.  
NAME AND ADDRESS OF CORPORATION**

*The name of this corporation is: CBD COMPANY INC.  
The Corporation's principal office and mailing address is:  
141 NE 3<sup>RD</sup> Avenue, ste. 601  
Miami, Florida 33132*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE II.  
NATURE OF CORPORATION BUSINESS**

*The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.*

**ARTICLE III.  
CAPITAL STOCK**

*The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 7,500 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.*

**ARTICLE IV.  
PREEMPTIVE RIGHTS**

*All shareholders of the Corporation shall be vested with full preemptive rights.*

**ARTICLE V.  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

*The initial Registered Agent and Registered Office of the corporation in the State of Florida shall be:*

*INITIAL REGISTERED AGENT: Manuel Diner  
INITIAL REGISTERED OFFICE: 141 N.E. 3rd Avenue, Suite 601  
Miami, Florida 33132*

**ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

*Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such*

status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

Manuel Diner  
Manuel Diner, REGISTERED AGENT

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of one Director, who shall be:

Kenneth Larsen, 100 Beechwood Avenue, Edison, N.J. 08837.

**ARTICLE VII**  
**INITIAL INCORPORATOR**

The name and address of the initial Incorporator executing these Articles of Incorporation is:

Manuel Diner  
141 NE 3<sup>rd</sup> Avenue, Ste. 601, Miami, Florida 33132

Manuel Diner  
Manuel Diner, INCORPORATOR


STATE OF FLORIDA )  
                                  ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 11 day of September, 2000 by Manuel Diner, who is personally known to me  or has produced \_\_\_\_\_ as identification and who did  did not  take an oath.

Caridad Ferrelra  
Notary Public, State of Florida

Print Name: CARIDAD FERREIRA

My Commission Expires:  
corp.cbdco.incart.

 Caridad Ferrelra  
MY COMMISSION # CC627608 EXPIRES  
March 10, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.