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Florida Department of State
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To: Division of Corporations
Fax Number : (850)205-0381

From: Rosa Wong, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

Dear Filing Officer:
Please file the attached Articles of Incorporation with today's date (02/26/02). Thank you.

FLORIDA PROFIT CORPORATION OR P.A.
LIBRA DISTRIBUTING CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LIBRA DISTRIBUTING CORP.**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act:

ARTICLE 1

NAME

The name of the corporation is LIBRA DISTRIBUTING CORP. (hereinafter called the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the corporation is 353 West 47th Street, Penthouse F, Miami Beach, Florida 33140.

ARTICLE 3

PURPOSE

The purpose for which the corporation is organized to transact any lawful business.

ARTICLE 4

AUTHORIZED SHARES

The number of shares that the Corporation is authorized to issue is:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 1,000 | \$ 0.01 | Common |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 5

INITIAL DIRECTOR

The name and address of the individual who is to serve as the sole initial director of the Corporation is:

Neil Vaiselberg
353 West 47th Street, Penthouse F
Miami Beach, Florida 33140

ARTICLE 6

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 353 West 47th Street, Penthouse F, Miami Beach, Florida 33140, and the name of its initial registered agent at that office is Neil Vaiselberg.

ARTICLE 6

INCORPORATOR

The name of the Incorporator is Neil Vaiselberg and the address of the Incorporator is 353 West 47th Street, Penthouse F, Miami Beach, Florida 33140.

ARTICLE 3

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE 4

SPECIAL MEETINGS OF SHAREHOLDERS

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

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ARTICLE 5

BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation this 26 day of February, 2002.



NEIL VAISELBERG, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of LIBRA DISTRIBUTING CORP., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



NEIL VAISELBERG, Registered Agent

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