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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Department of State
Division of Corporations
409. E. Gaines St.
Tallahassee, FL 32399

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08/06/02--01045--010

GEMINIS DISTRIBUTORS USA, INC. *****78.75 *****78.75

Subject: _____
(proposed corporate name)

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and check in the amount of \$ 78.75.

From:

Jose Escarpio

10661 N. KENDALL DR. S. 204

MIAMI, FL 33176

(305) 275-0055

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

SMITH AUG 07 2002

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ARTICLES OF INCORPORATION
OF
GEMINIS DISTRIBUTORS USA, INC.

ARTICLE I - NAME

The name of the corporation shall be:

GEMINIS DISTRIBUTORS USA, INC.

ARTICLE II - ADDRESS

The address of the principal office until further notice
is: 1109 Nolton Way, Orlando, FL 32822.

ARTICLE III - CAPITAL STOCK

The number of shares that this corporation is authorized
to have outstanding is one thousand (1,000) common shares
at one (\$1.00) dollar par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation is: Elvis
Gonzalez and the registered office is 1109 Nolton Way
Orlando, FL 32822.

ARTICLE V - INCORPORATOR

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

Elvis Gonzalez
1109 Nolton Way
Orlando, FL 32822.

ARTICLE VI - DURATION

This corporation shall have a perpetual existence unless
dissolved according to law.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII - PURPOSE

The purposes for which this corporation is organized are:

(a) To engage and transact any and all lawful business which corporations normally do within the State of Florida.

(b) To operate any legal business at the wholesale or retail level (or both) including but not limited to the services of a food distribution operation and related.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any agent, to the full extent permitted by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors consisting of one or more members, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors shall consist of two directors as follows:

Elvis Gonzalez	Director, President and Treasurer 1109 Nolton Way, Orlando, FL 32822
Ivan Castro	Director, Vice-Presid. and Secretary 1109 Nolton Way, Orlando, FL 32822

ARTICLE X - BY-LAWS

The Board of Director shall adopt By-Laws for this Corporation which may be amended, altered or repealed by the shareholders or directors in any manner permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 22 day of July 2002.

 , Elvis Gonzalez

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registererd agent, in the State of Florida.

1. The name of the corporation is _____

GEMINIS DISTRIBUTORS USA, Inc

2. The name and address of the registered agent and office is:

Name Elvis Gonzalez

Address 1109 Nolton Way, Orlando, FL 32822

The following officer of this corporation has authorized the above person and office to be its registered agent and registered office.

Signature [Signature]
Title President

Date 07-22-2002

ACCEPTANCE BY AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT

Signature [Signature]

Date 07-22-2002

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