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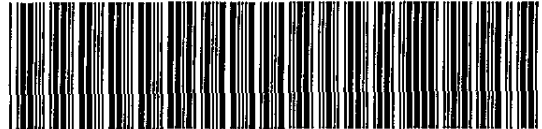
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 NOV -5 PM 2:04

FILED

11-7-02

TRANSMITTAL LETTER

**Department of State
Division of Corporation - Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314**

Subject: ALL-BRAND SUPPLIES DISTRIBUTOR, INC.

FROM:

**Name of corporation:
ALL-BRAND SUPPLIES DISTRIBUTOR, INC.**

**Street address of the corporation:
13800 SW 8th Street # 179, Miami, FL 33184**

DEAR CORPORATIONS DIVISION:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. Certificate of designation of Registered Office and Registered Agent.
3. Check # 1815 in the amount of \$ 70.00 for filing fees

A certified copy is not requested.

Please send responses or receipts concerning this filing to the above address.
Thank you very much.

Date: 11/01/02

Name of Incorporator: Gerardo J. Ceballos

Daytime Telephone Number: 305-477-3130 ext. #107

Signature of Incorporator: _____

A handwritten signature in black ink, appearing to be "Gerardo J. Ceballos", written over a horizontal line.

ARTICLES OF INCORPORATION
of
ALL-BRAND SUPPLIES DISTRIBUTOR, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

Article 1. NAME

The name of the Corporation shall be:

ALL-BRAND SUPPLIES DISTRIBUTOR, INC.

Article 2. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13800 SW 8th Street # 179, Miami, FL 33184

Article 3. PURPOSE

The purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be organized under the laws of the State of Florida, and to have all powers that are afforded corporations under the laws of the State of Florida.

Article 4. SHARES

The corporation is authorized to issue one class of stock, that being 1,000 shares of \$.01 par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 5. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the corporation's initial registered agent is:

Gerardo J. Ceballos 13800 SW 8th Street # 179, Miami, FL 33184

Article 6. INCORPORATOR

The name and street address of the incorporator of this corporation is:

Gerardo J. Ceballos 13800 SW 8th Street # 179, Miami, FL 33184

Article 7. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Name of Incorporator: Gerardo J. Ceballos

Signature of Incorporator:  **Date: 11/01/02**

Name of Registered Agent: Gerardo J. Ceballos

Signature of Registered Agent:  **Date: 11/01/02**

FILED
02 NOV -5 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

FILED
02 NOV -5 PM 2: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Name: Gerardo J. Ceballos

Street address: 13800 SW 8th Street # 179, Miami, FL 33184

Corporation: ALL-BRAND SUPPLIES DISTRIBUTOR, INC.

Having been named as the 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 agree 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 of registered agent:



Date of signature:

11/01/02