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

EFFECTIVE DATE
08-13-03

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

southeast distribution group, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE STATE OF FLORIDA
TALLAHASSEE

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ARTICLES OF INCORPORATION
OF
SOUTHEAST DISTRIBUTION GROUP, INC.

ARTICLE I - NAME

The name of the corporation is: SOUTHEAST DISTRIBUTION GROUP, INC.

EFFECTIVE DATE
08-13-03

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

This document prepared by:

HAROLD WEISSMAN, ESQUIRE
1776 North Pine Island Road, Suite 118
Plantation, Florida 33322 Tel: (954) 474-2001
Florida Bar No: 334154

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k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for SOUTHEAST DISTRIBUTION GROUP, INC. is 3030 N.W. 25TH Avenue, Pompano Beach, Florida 33065.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

HAROLD WEISSMAN, ESQUIRE
1776 Pine Island Road
Suite 118
Plantation, Florida 33322
Telephone (954) 474-2001

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than three (3). The name and address of the director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Barbara Kokus	3030 N.W. 25 TH Avenue Pompano Beach, Florida 33065
Davin Tran	3030 N.W. 25 TH Avenue Pompano Beach, Florida 33065

Jonathan Ginsberg

3030 N.W. 25th Avenue
Pompano Beach, Florida 33065

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Davin Tran
3030 N.W. 25th Avenue
Pompano Beach, Florida 33065

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

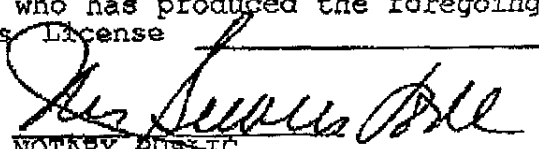
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of August, 2003



DAVIN TRAN

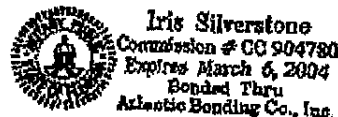
STATE OF FLORIDA) SS.
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 13 day of August, 2003 by DAVIN TRAN, who is personally known to me / or who has produced the foregoing identification Drivers License and who did / did not take an oath.



NOTARY PUBLIC
STATE OF FLORIDA
Name: Iris Silverstone

My Commission expires:
Commission No:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That SOUTHEAST DISTRIBUTION GROUP, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, Broward County, State of Florida, has named HAROLD WEISSMAN, ESQUIRE, 1776 North Pine Island Road, Suite 118, Plantation, Florida as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

~~HAROLD WEISSMAN
REGISTERED AGENT~~

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TALLAHASSEE, FLORIDA

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