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*3/12/04*

**FLORIDA PROFIT CORPORATION OR P.A.**

**GeL DISTRIBUTORS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 12, 2004

EMPIRE

SUBJECT: GEL DISTRIBUTORS, INC.  
REF: W04000010031

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

CoL DISTRIBUTORS, INC.

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TALLAHASSEE, FLORIDA

④

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE 1- NAME

The name of this corporation is CoL DISTRIBUTORS, INC.

ARTICLE 2- PRINCIPAL OFFICE

The street address of the initial principal office of the corporation shall be: 999 ELLER DRIVE, DANIA BEACH, FL 33316

ARTICLE 3- PURPOSE

The corporation is organized for the purpose of warehouse distribution or in any activity permitted by this State or the United States.

ARTICLE 4- CAPITAL STOCK

This corporation is authorized to issue One Thousand(1,000) shares of one dollar(\$1.00) par value common stock which shall be designated as "common shares".

ARTICLE 5- INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered agent of this corporation is 999 ELLER DRIVE, DANIA BEACH, FL 33316 and the name of the registered agent shall be Gaetano Di Benedetto.

ARTICLE 6- INITIAL BOARD OF DIRECTORS

The corporation shall initially have two ( 2 ) directors to hold office until the first annual meeting of the stockholders and their successor shall have been duly elected and qualified or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the by-laws of the corporation. The name and address of the initial directors are:

Gaetano DiBenedetto  
999 ELLER DRIVE  
DANIA BEACH, FL 33316

Leonardo Baldi  
235 S Ft Lauderdale Beach Blvd  
Ft Lauderdale, Fl 33316

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Article 7- Incorporator

The name and address of the incorporator signing these articles is :  
Gaetano DiBenedetto  
999 ELLER DRIVE  
DANIA BEACH, FL 33316

ARTICLE 8- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.


ARTICLE 9- INDEMNIFICATION

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

ARTICLE 10- AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 incorporator has executed these Articles of Incorporation on the date of signing.

x   
Gaetano DiBenedetto  
Dated: MARCH 10, 2004  
954-367-5900

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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/registered agent, in the State of Florida.

- 1. The name of the corporation is:  
GeL DISTRIBUTORS, INC.
- 2. The name of the registered agent is:  
Gaetano DiBenedetto  
999 ELLER DRIVE  
DANIA BEACH, FL 33316

x *Gaetano DiBenedetto*

Gaetano DiBenedetto  
Dated: MARCH 10, 2004

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 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.

x *Gaetano DiBenedetto*  
Gaetano DiBenedetto

MARCH 10, 2004

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