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TODD M. WERNSTROM, P.A.

1450 MADRUGA AVENUE
SUITE 302
CORAL GABLES, FLORIDA 33146

TODD M. WERNSTROM

ALSO ADMITTED TO PRACTICE
IN THE U.S. DISTRICT COURT
FOR THE SOUTHERN & MIDDLE
DISTRICTS OF FLORIDA

FILED

96 FEB 19 PM 10:00
FAX: (904) 667-4104

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 16, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

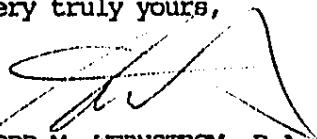
Re: Diversified Distribution Company

Dear Sir or Madam:

Enclosed you will find the original Articles of Incorporation and one copy for Diversified Distribution Company. Also enclosed is a check in the amount of \$122.50 for the filing fee for this incorporation.

Please return a certified copy of the articles to me in the enclosed envelope. Should you have any questions, please contact me.

Very truly yours,



TODD M. WERNSTROM, P.A.

TMW/mv

PH 2/21/96

**ARTICLES OF INCORPORATION
FOR
DIVERSIFIED DISTRIBUTION COMPANY**

FILED
96 FEB 19 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is: DIVERSIFIED DISTRIBUTION COMPANY. The mailing address of the corporation is: 135 Cadima Avenue, Coral Gables, FL 33134.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100 common shares. Such 100 common shares shall consist of one class only having a par value of \$.01 per share.

ARTICLE V

The street address of the initial registered office of the corporation is 135 Cadima Avenue, Coral Gables, FL 33134. The name of the corporation's initial registered agent at said address is ALFREDO LOPEZ CASALDUC.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be one (1). The name and street address of the initial member of the Board of Directors is:

ALFREDO LOPEZ CASALDUC
135 Cadima Avenue
Coral Gables, FL 33134

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

ALFREDO LOPEZ CASALDUC
135 Cadima Avenue
Coral Gables, FL 33134

ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest,

because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or


(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

ARTICLE IX

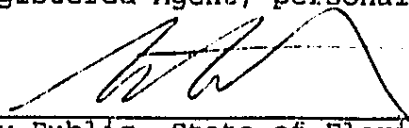
These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed at Coral Gables, Florida this 15th day of February, 1996.


ALFREDO LOPEZ CASALDUC, Incorporator and
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 15th day of February, 1996, ALFREDO LOPEZ CASALDUC, Incorporator and Registered Agent, personally known to me.



Notary Public, State of Florida

My Commission Expires:



TODD M. WEINSTEIN
My Commission CC#150031
Expires Sep. 08, 1997
Bonded by HAI
800-422-1686

FILED

ACCEPTANCE OF REGISTERED AGENT

96 FEB 19 PM 1:40

Having been designated registered agent ~~SECRETARY INVESTIGATED~~
DISTRIBUTION COMPANY, a corporation to be organized ~~TALLAHASSEE, FLORIDA~~ of
the State of Florida, the undersigned hereby accepts such appointment
and the obligations of that position and represents that the undersigned
is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this
Acceptance this 15th day of February, 1996.


ALFREDO LOPEZ CASALDUE, Registered Agent