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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

DEPARTMENT OF THE STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-07/16/97--01031--023
****122.50 ****122.50

SUBJECT: ASC DISTRIBUTING COMPANY

ENCLOSED IS AN ORIGINAL AND ONE COPY OF THE ARTICLES OF
INCORPORATION AND A CHECK FOR THE AMOUNT \$122.50, FILING FEE
AND CERTIFIED COPY.

FROM: KATHY KOHN
ASC DISTRIBUTING COMPANY
1802-102 N. UNIVERSITY DR. #347
PLANTATION, FL. 33322
954-746-5884

PK 7/17/97

**Articles of Incorporation
of
ASC Distributing Company**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

Article 1

1.1 The name of this corporation is ASC Distributing Company

Article 2
Principal Office

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

Place of Business: Plantation Industrial Park
Suite #6
1387 N.W. 65th Avenue
Plantation, Florida 33313

Mailing Address: ASC Distributing Company
1802- 102 N. University Dr. #347
Plantation, Florida 33322

Article 3

The corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is 500 share of Common Stock.

Article 4
Initial Registered Agent and Street Address

Kathy Kohn
2400 N.W. 81st. Avenue
Sunrise, Florida 33322

Article 5
Incorporators
Officers/Directors

The name and address in the State of Florida of this corporation to these Articles of Incorporation is (are):

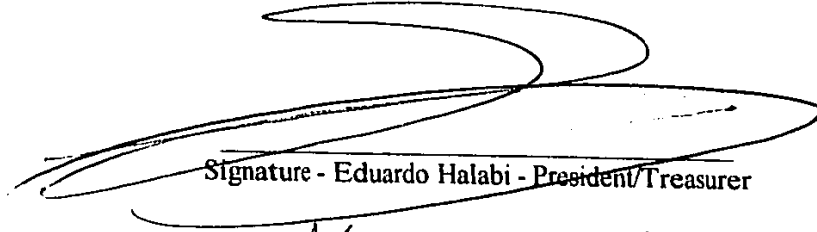
President/Treasurer:

Eduardo Halabi
Schottegatweg (o) 82
Curacao, Netherlands Antilles

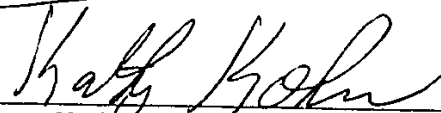
Vice President/Secretary:

Kathy Kohn
2400 N.W. 81st. Avenue
Sunrise, Florida 33322

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this
7th day of July, 1997.



Signature - Eduardo Halabi - President/Treasurer



Signature - Kathy Kohn - Vice. President/Secretary

**CERTIFICATE OF DESIGNATION OF
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: ASC Distributing Company
Plantation Industrial Park
Suite #6
1387 N.W. 65th Avenue
Plantation, Florida 33313
2. The name and address of the registered agent/office is: Kathy Kohn
2400 N.W. 81st. Avenue
Sunrise, Florida 33322

Having been named as registered agent and to accept services 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: Kathy Kohn

7-14-97
(Date)

DIVISION OF INCORPORATION, P.O. BOX 6327, TALLAHASSEE, FL. 32314