

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

pg 700009 / 009

SUBJECT: NATIONAL DISTRIBUTION SYSTEM USA, INC.
(Proposed corporate name - must include suffix)

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-11/10/97--01144--011
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: MAXIMO ZADI DESME HURTADO
Name (printed or typed)
2525 SW 3RD AVE SUITE 410
Address
MIAMI, FL 33129
City, State & Zip
305-856-3785
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 10 PM 3:35

NOTE: Please provide the original and one copy of the articles:

EP
11-13-97

97 NOV 10 PM 3:35

**ARTICLES OF INCORPORATION
OF NATIONAL DISTRIBUTION SYSTEM USA, INC.**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribe to these Articles of incorporation.

I.

The name of the corporation shall be **National Distribution System USA, Inc.**

II.

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and building and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have the power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contractors of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent, broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural persons could do or exercise, and which now or hereafter may be authorized by law.

III.

The number of shares of stock that this corporation is authorized to have outstanding is 1000 shares at \$1.00 per value.

IV.

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

V.

The existence of this corporation shall be perpetual.

VI.

The principal office of this corporation shall be located at 2525 SW 3rd Ave. Suite 412, Miami, Fl 33129.

VII.

The board of directors of this corporation shall consists of not less than one (1) and not more than four (4) members.

VIII.

The names and addresses of the first Board of Directors, who shall, subject to these Articles of incorporation, By-Laws, and the Laws of the State of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

MAXIMO ZADI DESME	2525 SW 3RD AVE SUITE 412, MIAMI, FL 33129
THOMAS LYLE BIRT JR.	2525 SW 3RD AVE SUITE 412, MIAMI, FL 33129

IX.

The registered agent and the registered office for this corporation is:

**Zadi Desme
2525 SW 3rd Ave. Suite 410
Miami, Florida 33129**

X.

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total agreement amount of which shall be the sum of \$100.00 the amount of capital with which this corporation shall begin business, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
MAXIMO ZADI DESME	2525 SW 3 RD AVE SUITE 412, MIAMI, FL 33129	250	\$250.00
THOMAS LYLE BIRT JR.	2525 SW 3 RD AVE SUITE 412, MIAMI, FL 33129	250	\$250.00
CARLOS MENCHELLI	2525 SW 3 RD AVE SUITE 412, MIAMI, FL 33129	500	\$500.00

XI.

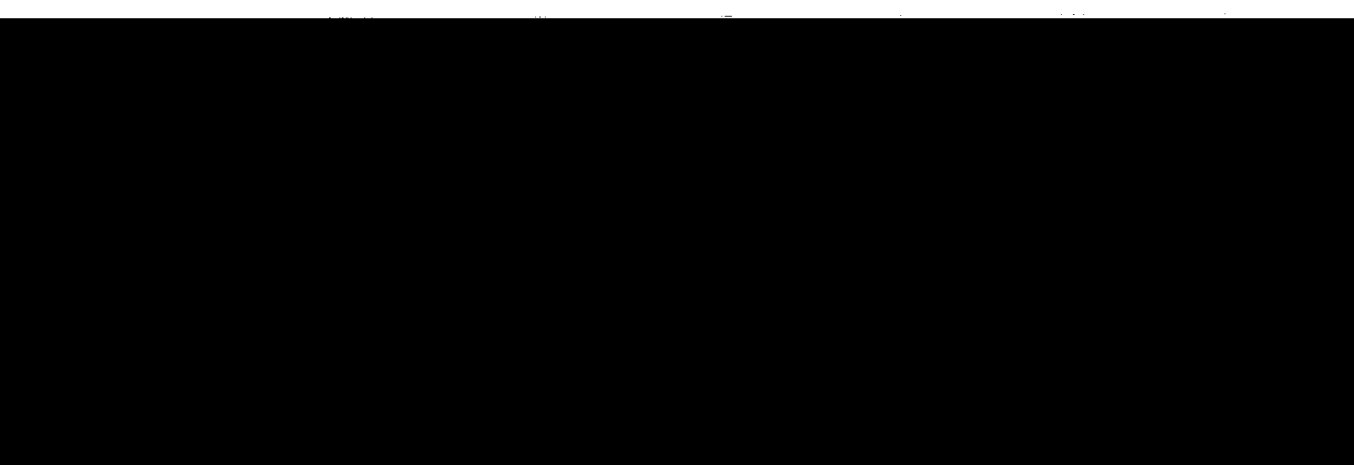
The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected shall be:

MAXIMO ZADI DESME	President/Secretary/Treasurer/Director
THOMAS LYLE BIRT JR.	Vice-President/Director

XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholders or the successors of the all shares of the stockholders, or when there are two or more stockholders owning stock in the corporation, at the meeting held for that purpose, the stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these articles of Incorporation. At such time there shall be elected a minimum of one (1) director who shall hold office for one year after the election or until their successors are elected or appointed and have qualified.

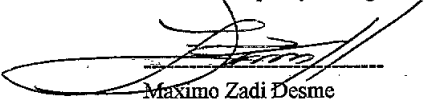
The stockholders, PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.



XIII.


ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT


Having been made initial registered agent to accept service and process of the corporation and the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



Maximo Zadi Desme

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.


Maximo Zadi Desme


Thomas Lyle Bird Jr.

STATE OF FLORIDA }
 }
COUNTY OF DADE }

I HEREBY CERTIFY that on this day personally appeared, Maximo Zadi Desme and Tomas Lyle Bird Jr., to me known to be the same described herein and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscribers and that the effects set forth therein are true and correct to the best of their knowledge.

WITNESS my hand and seal at Miami, Dade country, Florida this 31st day of October 1997.

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: NATIONAL DISTRIBUTION SYSTEM USA, INC.

2. The name and address of the registered agent and office is:

MAXIMO ZADI DESME
(NAME)

2525 SW 3RD AVE SUITE 410
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, FL 33129
(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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.


(SIGNATURE)

10/30/97
(DATE)

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

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