

OFFICE USE ONLY (Docum #)

99800009764

LARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

000002417190--2

-01/30/98--01047--020

****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. U.S. WORLD DISTRIBUTOR, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Pick up time 2.0
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

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98 JAN 30 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

1/30

RECEIVED
98 JAN 30 AM 11:59
DIVISION OF CORPORATION

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

U . S . WORLD DISTRIBUTOR . INC .

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

ARTICLE I
CORPORATE NAME

The name of this corporation is: U . S ,WORLD DISTRIBUTOR . INC

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 1000, shares of par value With a par value of \$ 1.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such addresses is:

JUAN RAMON CARNICERO

JUAN CARNICERO

4531 MADRID AVE.

4531 MADRID AVE

CORAL GABLES FLA 33134

CORAL GABLES

305 . 463.0412

PREPARED

FLA . 33134

BY

DADE COUNTY

THE PRINCIPAL ADDRESS IS THE SAME.

ARTICLE IV
PURPOSE

†
†

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V
DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

JUAN RAMON CARNICERO
4531 MADRID AVE
CORAL GABLES FLA 33134
305. 463.0412

PRESIDENT

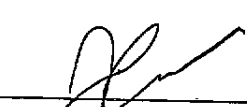
After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

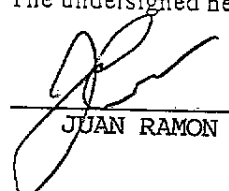


JUAN RAMON CARNICERO
4531 MADRID AVE
CORAL GABLES

(INCORPORATOR)
ACCEPTANCE OF REGISTER AGENT

FLA 33134

The undersigned hereby accepts appointment as initial register agent of the above Corporation.



JUAN RAMON CARNICERO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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