

F950000001039

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 200 Tallahassee, FL 32301
 Mailing Address: P.O. Box 10000 Tallahassee, FL 32301
 TEL. FREE No. 1 800 342 8062
 FAX (904) 222 1222
 95

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Matter No Express Mail No

State Fee \$ Our \$

11/95 - 11/95

DIETZ BUILDING
Hispuna de Productos
INC.

C.C. FEE. DISBURSED

Capital Express™
 Art of Inc. File
 Corp. Record Search
 Ltd. Partnership File
 Foreign Corp. File
 () Cert. Copy(s)

Art of Amend. File
 Dissolution/Withdrawal
 C.U.S.
 Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing
 500001415065
 -02/24/95--01073--006
 ****122.50 ****122.50

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s, Copies

Courier Service
 Shipping/Handling
 Phone ()

Top Priority
 Express Mail Prep
 FAX () pgs

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

11/3/95
 5:14 PM
 DIVISION OF REVENUE
 TALLAHASSEE, FL 32301

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

CK No

WALK IN
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1.12% per month on Past Due Amounts
 Past 30 Days: 18% per Annum

THANK YOU
 from
 Your Capital Connection

CAPITAL CONNECTION, INC.

4121 Virginia St., Suite 1, Tallahassee, FL 32301 (904) 222-1820
 Mailing Address: Post Office Box 10319, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority Regular
 One Day Service Two Day Service

To us via _____ Return via _____
 Matter No. _____ Express Mail No. _____

Our \$

Translation
 Distributors of
 Spanish Products of
 California, Inc

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

CK No

WALK IN
 Will Pick Up

RE

*Distribuidora
 Hispana de Productos*

Capital Express™
 Act of Inc. Filing
 Corp. Record Search
 Ltd. Partnership Filing
 Foreign Corp. Filing
 () Cert. Copy(s)

Act of Amend. Filing
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 UCC 11 Retrieval

File No.'s. Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep
 FAX () Pgs

CC FEE DISBURSED

5000012415065
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 +++122.50 +++122.50

11:55

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1995

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: DISTRIBUIDORA HISPANA DE PRODUCTOS, INC. OF CALIFORNIA
Ref. Number: W95000004795

We have received your document for DISTRIBUIDORA HISPANA DE PRODUCTOS, INC. OF CALIFORNIA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.


Steven Harris
Corporate Specialist

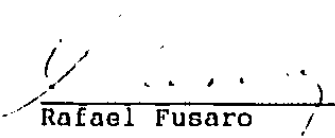
Letter Number: 895A00009649

Resolution of the Board of Directors

February, 27th, 1995

We the directors of Distribuidora Hispana de Productos, Inc.
agree to utilize the name Distribuidora Hispana de Productos,
Inc. of California for use in the State of Florida.


Norberto Kaminsky


Rafael Fusaro

RECEIVED
DIVISION OF CORPORATIONS
55 FEB - 6 AM 9:56

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. DISTRIBUIDORA HISPANA DE PRODUCTOS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. California 3. 95-4427439
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 24th, 1994 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/01/1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 1450 NW 159th ST,
MIAMI FL 33169
(Current mailing address)

8. Telemarketing / Retail
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: PABLO BADIA
Office Address: 1450 NW 159th ST
MIAMI, Florida, 33169
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: NORBERTO KAMINSKY
 Address: 1450 NW. 159th ST
MIAMI FL 33169
 Vice Chairman: RAFAEL FUSARO
 Address: 1450 NW 159 ST
MIAMI FL 33169
 Director: _____
 Address: _____
 Director: _____
 Address: _____

93-6 11 9-2015
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 000000-000000-000000

B. OFFICERS

President: NORBERTO KAMINSKY
 Address: 1450 NW 159th ST
MIAMI FL 33169
 Vice President: RAFAEL FUSARO
 Address: 1450 NW 159th ST
MIAMI FL 33169
 Secretary: _____
 Address: _____
 Treasurer: _____
 Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

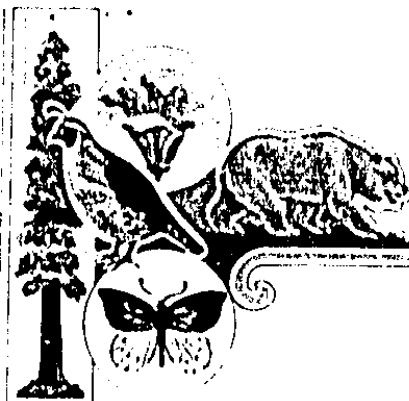
13. [Signature]
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. [Typed Name]
 (Typed or printed name and capacity of person signing application)



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 11th day of June

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95
DIVISION OF CORPORATIONS
JUN 11 1995

DISTRIBUIDORA HISPANA DE PRODUCTOS, INC.
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
3rd day of February, 1995

Bill Jones
BILL JONES
Secretary of State