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FILED

May 1, 2000

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Incorporation of ^{LUPER & TOQUICA, Inc.} J&S DISTRIBUTING, INC.

Dear Sir/Madam:

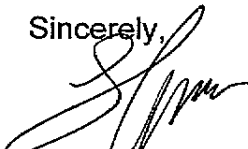
Please find enclosed the Articles of Incorporation to be filed for J&S DISTRIBUTING, INC. A check for \$122.50 is to be applied to this filing as follows:

\$35.00 Filing Fee
\$35.00 Designation of Registered Agent
\$52.50 Certified Copy

Your prompt attention to this filing is greatly appreciated.

Thank You.

Sincerely,


Simon Luper

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-05/03/00--01141--003
****122.50 *****78.75

PLEASE RETURN TO:

Simon Luper
694 Merlins Court
Tarpon Springs, FL 34689

W-11875
R# 5/5/00
3/14 5/22/00 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 5, 2000

SIMON LUPER
694 MERLINS CT
TARPON SPRINGS, FL 34689

SUBJECT: J&S DISTRIBUTING, INC.
Ref. Number: W00000011875

We have received your document for J&S DISTRIBUTING, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 800A00025083

ARTICLES OF INCORPORATION
OF
~~J&S DISTRIBUTING, INC.~~
LUPER & TOQUICA, INC.

WE, the undersigned, being desirous of forming a corporation under the provisions of Chapter 607 of the Florida Statutes governing corporations for profit do propose and agree to the following Articles of Incorporation.

ARTICLE I NAME

LUPER & TOQUICA, INC.

The name of this corporation shall be ~~J&S DISTRIBUTING, INC.~~

ARTICLE II LOCATION

The address of the registered office of this corporation shall be 694 Merlins Court, in the City of Tarpon Springs, County of Pinellas, Florida, 34689. The mailing address of the corporation shall be 694 Merlins Court, Tarpon Springs, FL 34689. The name of the Registered Agent at that address is Simon Luper.

ARTICLE III PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and this State, including but not limited to the sale of footwear and apparel.

ARTICLE IV AUTHORIZED STOCK

The total number of shares of stock which this corporation shall have authority to issue is One thousand (1000) shares which shall consist of One Thousand (1000) shares of common stock at One Dollar (\$1.00) par share.

ARTICLE V INITIAL CAPITAL

This corporation shall begin business with initial capital in the amount of Five Hundred (\$500.00) Dollars.

ARTICLE VI TERMS OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved by law.

ARTICLE VII DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The total number of Directors shall be not less than two (2), but may be any number in excess thereof.

The Board of Directors, who shall serve until the next election is as follows:

NAME	ADDRESS
Simon Luper	694 Merlins Court Tarpon Springs, FL 34689
Gerardo Toquica	P.O. Box 261164 Tampa, FL 33685-1164

ARTICLE VIII SUBSCRIBERS

The name and address of the subscriber to these articles is:

NAME	ADDRESS
Simon Luper	694 Merlins Court Tarpon Springs, FL 34689

ARTICLE IX OFFICERS

The officers of this corporation shall be President, Vice-President, Secretary, and Treasurer and such other officers as may be provided for in the By-Laws. The affairs of the corporation are to be managed by such officers.

The officers shall be elected annually at the official Annual Meeting of the Board of Directors of the corporation, and shall serve for a period of one (1) year or until the election of a successor, or until such time as the officer resigns, or until recalled as provided for in the By-Laws.

The names of the officers, whose addresses are above, are:

Simon Luper	PRESIDENT, SECRETARY, TREASURER
Gerardo Toquica	VICE PRESIDENT

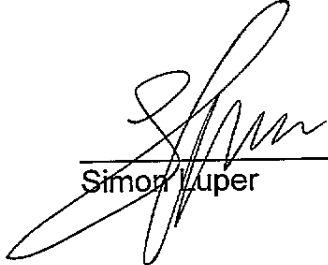
ARTICLE X AMENDMENTS AND BY-LAWS

Section 1. These Articles of Incorporation may be amended at a special meeting of the stockholders called for that purpose by two-thirds vote of those present.

Section 2. By-Laws for the conduct of the business and affairs and the carrying out of the purposes of this corporation may be made, amended, altered, or rescinded by a majority vote of the members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned have subscribed their names and affixed their seals to these Articles of Incorporation this 1 day of May, 2000.

Signed, sealed and delivered in the presence of:



Simon Luper (Seal)

State of Florida)
)SS
County of Pasco)

I HEREBY CERTIFY that on this, the 1st day of MAY, 2000 personally appeared before me, the undersigned authority, Simon Luper, to me well known and known to me to be the persons described herein and who executed the foregoing Articles of Incorporation, and who acknowledged the execution to be their free and voluntary act and deed for the purposes therein set forth and expressed.

WITNESS my hand and seal in the State and County aforesaid, the day and year written above.



NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

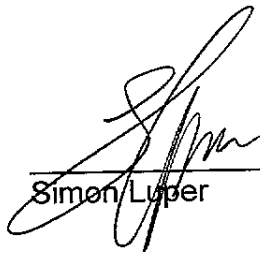
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

LUPER + TOQUICA, INC.

First--That ~~J&S DISTRIBUTING, INC.~~, desiring to organize under the laws of the State of Florida, with its principle office, as designated in the Articles of Incorporation as City of Tarpon Springs, County of Pinellas, State of Florida, has named Simon Luper, located at 694 Merlins Court, Tarpon Springs, FL 34689, as its agent to accept service of process with this State.


Simon Luper

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision if said Act relative to keeping open said office.


Simon Luper
REGISTERED AGENT