

P00000100008



ACCOUNT NO. : 072100000032

REFERENCE : 869917 4358706

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

ORDER DATE : October 19, 2000

ORDER TIME : 3:31 PM

ORDER NO. : 869917-005

CUSTOMER NO: 4358706

700003436507--5

CUSTOMER: Ms. Cindy Taber
Soller Shayne & Horn

46 Trinity Place

New York, NY 10006

DOMESTIC FILING

NAME: ABC DISTRIBUTION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 24 PM 1:10

RECEIVED
00 OCT 24 AM 9:57
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 24 PM 1:10

ARTICLES OF INCORPORATION

OF

ABC DISTRIBUTION CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ABC DISTRIBUTION CORP.

The address of the principal office of this corporation shall be 4636 North West 74th Avenue, Miami, Florida 33166, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be c/o One Stop Cargo, 4636 North West 74th Avenue, Miami, Florida 33166, and the name of the initial registered agent of the corporation at that address is Alex Barbosa.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Clive Seecomar

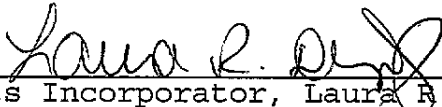
3017 Lake Road
DDO Quebec, CN HNB2R3

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on October 23, 2000.


Its Incorporator, Laura R. Dunlap

JTM/JANNA WILSON

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

ARTICLE IV SHARES

The number of shares of stock is:

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Alex Barbosa
c/o One Stop Cargo
4636 N.W. 74th Avenue
Miami, Florida 33166

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

I having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

By:

Signature/Registered Agent

Date

Signature/Incorporator

Date

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 OCT 24 PM 1:10