

PO00000 106637

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000059964 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
00 NOV 15 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SOUTHERMOST DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

N. Culligan NOV 15 2000

9
H00000059964

ARTICLES OF INCORPORATION

FOR

SOUTHERNMOST DISTRIBUTORS, INC.

The undersigned, acting as incorporate(s) of a Corporation pursuant to Chapter 607 Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I- NAME

The name of the Corporation shall be:

SOUTHERNMOST DISTRIBUTORS, INC.

FILED
00 NOV 15 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

1762 CORAL WAY
MIAMI, FLORIDA 33145

ARTICLE III- CORPORATE DURATION

The duration of the Corporation is to be perpetual.

These Document prepared by:
EDUARDO CANTERA, ESQ.
1762 Coral Way
Miami, Florida 33145
FBN: # 154990
TEL: (305) 442-4343 FAX: (305) 285-2884

H00000059964

H00000059964

ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the Laws of the State of Florida

ARTICLE-V CAPITALIZATION

The aggregate number of shares which the Corporation is authorized to issue is 1,000 Shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI - DIRECTOR(S)

The number of Directors constituting the initial Board of Directors of the Corporation shall be two (2).

Eduardo Cantera -- Director
Yazmin Cantera - Director

ARTICLE VII - OFFICER(S)

Eduardo Cantera -President
Yazmin Cantera - Secretary/Treasurer

ARTICLE VIII- INCORPORATOR(S)

The name and address of each Incorporate is:

NAME	ADDRESS
Eduardo Cantera	1762 Coral Way Miami, Florida 33145
Yazmin Cantera	1762 Coral Way Miami, Florida 33145

H00000059964

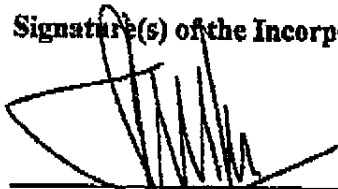
H00000059964

ARTICLE VIII- INDEMNIFICATION

This Corporation shall indemnify and may insure it's Officers and Directors to the fullest extent permitted by Law.

The Undersigned Incorporator(s) has (have) executed these Articles of
Incorporation this 13th day of November, 2000.

Signature(s) of the Incorporator(s):



EDUARDO CANTERA -
President/Director



YAZMIN CANTERA -
Secretary/Treasurer

H00000059964

H00000059964

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT /REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the followings statement in designating the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is: **SOUTHERNMOST DISTRIBUTORS, INC.**
2. The name and address of the registered agent and office is:

**Eduardo Cantera, Esq.
1762 Coral Way
Miami, Florida 33145**

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 POSITIONS AS REGISTERED AGENT.

Signature

Eduardo Cantera, Esq.

Date

11/13/00

00 NOV 15 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H00000059964