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

## Electronic Filing Cover Sheet

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## 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 DEC -7 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

DADE NORTH DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

(K)

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**ARTICLES OF INCORPORATION**

OF

**DADE NORTH DISTRIBUTORS, INC.**

**ARTICLE I-NAME**

The name of the corporation is Dade North Distributors, Inc.

**ARTICLE II-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III-CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$1.00	Common

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**ARTICLE IV-PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V-INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 4970 Northwest 190 Street, Carol City, FL 33055 and the name of the initial Registered Agent is Teresa Diaz, whose address is 4970 Northwest 190 Street, Carol City, FL 33055.

**ARTICLE VI-INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The

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name or name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME(S)

ADDRESS(ES)

Teresa Diaz

4970 Northwest 190 Street, Carol City, FL 33055

ARTICLE VII-INCORPORATOR(S)

The name(s) and address(es) of the person(s) signing these Articles is/are:

NAME(S)

ADDRESS(ES)

Teresa Diaz

4970 Northwest 190 Street, Carol City, FL 33055

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend or repeal Bylaws, shall be vested in the Board of Directors and Shareholders.

ARTICLE IX-INDEMNIFICATION

The corporation shall indemnify and officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X-AMENDMENT

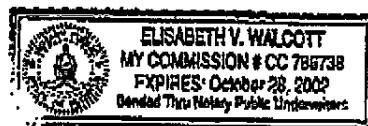
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any Amendments thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of December, 2000.

  
TERESA DIAZ

SWORN TO AND SUBSCRIBED before me, this 5<sup>th</sup> day of December, 2000

  
Notary Public



Did/did not take an oath.

Personally known/I.D. presented: Florida Driver's License No. D-200-804-47-637-0

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

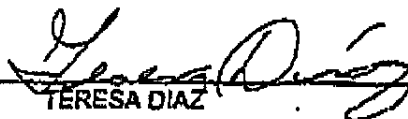
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office for service of process within this State.

Registered Agent: Teresa Diaz

Address: 4970 Northwest 190 Street, Carol City, FL 33055

**ACKNOWLEDGMENT:**

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

  
TERESA DIAZ

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