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PENINSULAR DISTRIBUTION SERVICES, INC.

TELEFAX (561) 863-9591

2230 Avenue L
RIVIERA BEACH, FLORIDA 33404

TELEPHONE (561) 845-6566

October 3, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Articles of Incorporation
PENINSULAR DISTRIBUTION SERVICES, INC.

200003503952--6
-12/18/00--01087--009
****122.50 *****78.75

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above corporation as follows:

Filing Fee	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Certificate	<u>35.00</u>
Total	\$122.50

Please send us a certified copy of the Articles when filed. Thank you for your cooperation and assistance.

Sincerely,



Greg Barca
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 18 AM 9:22

Enclosure

15
12/22/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 18 AM 9:22

Articles Of Incorporation
Of
PENINSULAR DISTRIBUTION SERVICES, INC.

Article I - Name

The name of this corporation is **PENINSULAR DISTRIBUTION SERVICES, INC.**

Article II Effective Date and Duration

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

Article III - Purpose

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

Article IV - Common Stock

This corporation is authorized to issue Two Million shares of **NO PAR VALUE** common stock.

Article V - Authority

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation.

Article VI - Dividends

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

Article VI - Incorporators, Officers and Directors

The following persons hereby incorporate this corporation, hold the offices indicated, subscribe to the number of shares indicated, and reside at the address listed:

Name and Address	Number of Shares	Office
Gregory Barca 2280 Avenue L Riviera Beach, FL 33404	1	President

Directors shall hold office for a period of one (1) year and shall be elected at each shareholder's meeting. There shall be one (1) director initially.

Article VIII - Powers of Directors

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages, and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

Article IX - Principal Place of Business

The principal place of business of this corporation shall be 2280 Avenue "L", Riviera Beach, Florida 33404. The Board of Directors may from time to time move the place of business of this corporation.

Article X - Registered Agent

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors is Gregory Barca.

Article XI - Private Property of Shareholders

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Article XII - Excess Salary

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

Article XIII - Excess Business Expense

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

Article XIV - Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the shares of capital stock hereinabove described, for the purpose of forming a corporation to do business under the laws of the State of Florida, does here make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares as hereinabove set forth, and hereunto has set his hand and seal this 7th day of September, 2000.

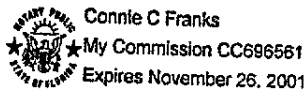



GREGORY BARCA

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned authority, this day personally appeared **Gregory Barca**, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes herein expressed.

(SEAL)





Notary Public
My Commission Expires:

I, Gregory Barca, whose address is 2280 Avenue L, Riviera Beach, Florida 33404, do hereby accept the appointment of Registered Agent for **PENINSULAR DISTRIBUTION SERVICES, INC.**



Gregory Barca, Registered Agent

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SECRETARY OF STATE
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