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PLEASE REPLY TO MIAMI

February 15, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: QualitiCo Distributors, Inc.

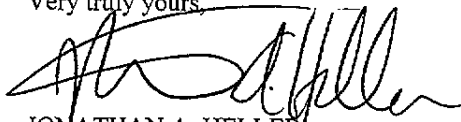
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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with our check, in the amount of \$78.75. Please file the Articles of Incorporation and return a certified copy to us.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


JONATHAN A. HELLER

JAH/mak
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
QUALITICO DISTRIBUTORS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the corporation is:

QUALITICO DISTRIBUTORS, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature of the business or businesses to be transacted by the corporation, which shall include, without limitation, the authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful business or activity permitted under the laws of the United States or of the State of Florida for which corporations may be incorporated under Chapter 607, Florida Statutes, is as follows:

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TALLAHASSEE, FLORIDA

(1) To carry on a general mercantile, industrial, investing, service or trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed and other real, personal, and mixed property of any and all kinds, including services together with the components, resultants and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings and commercial, retail and service establishments of every character, including, without limitation, all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or businesses of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business; including the ownership and control of other corporations and serving as partner in partnerships, foreign or domestic.

(2) To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest

or right therein; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and general deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties; to carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

(3) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventories, devices, formulae, processes and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereto;

(c) franchises, licenses, grants and concessions.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

This corporation is authorized to issue preferred shares in such classes and in such amounts and with such par values as shall be determined by the board of directors of the corporation by a majority vote at a special meeting held for the purpose of issuing such shares. The preferred shares shall have such preferences as to the payment of, and entitlement to such percentage of, the dividends of the corporation as shall be determined by the board of directors at the aforesaid special meeting. The classes of such preferred shares shall have such preferences in the assets of the corporation over other classes of shares upon the voluntary or involuntary liquidation of the corporation as the board of directors shall enact at such meeting. At such meeting, the Articles of Incorporation of this corporation shall be amended and the enacted resolution shall be recorded with the Secretary of State of Florida prior to the issuance of any such shares. The board of directors of the corporation is expressly authorized and empowered to establish the series and classes of preferred shares and to affix and determine the variations and the relative rights and preferences as between series and the board of directors shall have the authority to divide any or all such classes into series and to fix and determine the relative rights and preferences of the shares of any series so established. The holders of preferred shares of the corporation shall have no voting rights except as expressly required by Florida law.

**ARTICLE FIVE
INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and mailing address of the corporation is 14025 Clubhouse Circle, Suite 2503, Tampa, Florida 33624. The street address of the initial registered agent of this corporation is: 888 Brickell Avenue, Sixth Floor, Miami, Florida 33131. The name of the initial registered agent of this corporation at that address is: Jonathan A. Heller.

**ARTICLE SIX
INITIAL OFFICERS AND DIRECTORS**

The initial officers and directors of this corporation are:

Cynthia S. Shore
President/Vice-President/
Secretary/Treasurer
14025 Clubhouse Circle
Suite 2503
Tampa, Florida 33624

**ARTICLE SEVEN
INCORPORATORS**

The name and address of the person signing these Articles is: Cynthia S. Shore, 14025 Clubhouse Circle, Suite 2503, Tampa, Florida 33624.

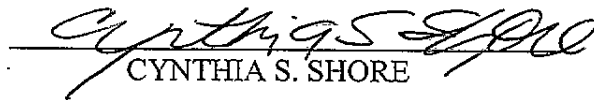
**ARTICLE EIGHT
BY-LAWS**

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by the board of directors.

**ARTICLE NINE
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the board of directors and the holders of the common stock of the corporation. Preferred shareholders shall have no right to vote upon amendments to the Articles of Incorporation except as specifically required by Florida law.

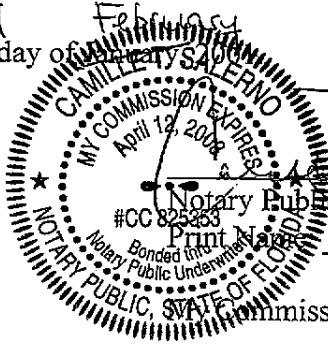
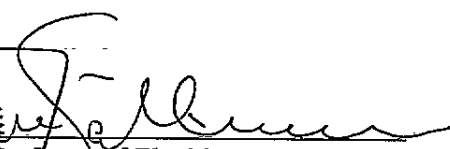
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of February, 2001.


CYNTHIA S. SHORE

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared CYNTHIA S. SHORE, who is/is not personally known to me and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 3rd day of February, 2001.



Notary Public, State of Florida
Print Name: Camille T. Salerno
Commission Expires: 4/03

ACKNOWLEDGMENT OF REGISTERED AGENT

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



JONATHAN A. HELLER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA