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Florida Department of State
Division of Corporations
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FLORIDA PROFTT CORPORATION OR P.A.

CARILLO'S DISTRIBUTION SERVICES INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CARILLO'S DISTRIBUTION SERVICES **INC.**

THE UNDERSIGNED, have executed the following document as incorporators of the above named corporation, a corporation organized under the laws of the State of Florida and all rights duties and obligations of the undersigned as incorporators, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CARILLO'S DISTRIBUTION SERVICES **INC.**

ARTICLE II

The corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

ARTICLE IV

The aggregated number of shares which this corporation shall have authority to issue is the total of 100 shares, having an individual par value of \$100.00 each, and shall be only common class of stock on this corporation. The number of shares shall be divided as follows:

Paola Andrea Carillo R.

100 Shares

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ARTICLE V

The name and address of the initial registered agent, registered office, and principal office of this corporation shall be:

Paola Andrea Carillo R.
46 Wimbledon Lakes Dr.
Plantation, FL 33324

ARTICLE VI

The initial Board of Directors shall consist of three persons and the names of the persons who are to serve as initial directors shall be:

PAOLA ANDREA CARILLO R.

PRESIDENT
VICE-PRESIDENT
TREASURER
SECRETARY


Prepared by: BOSCO LORIO
7171 Coral Way, Suite 400
Miami, Fl 33155

ARTICLE VII

The names and addresses of the incorporators executing these Articles of Incorporation are:

PAOLA ANDREA CARILLO R.
46 Wimbledon Lakes Dr.
Plantation, Fl 33324

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, on this 15th day of FEBRUARY, 2001.



Paola Andrea Carillo R.

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In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That

CARILLO'S DISTRIBUTION SERVICES INC.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, State of Florida has named

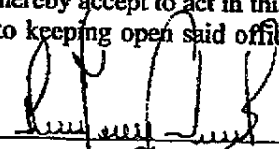
Paola Andrea Carillo R.
46 Wimbledon Lakes Dr.
Plantation, Fl 33324
(Street address and number of building
Postal Office Box address not acceptable)

City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY



Signature
Register Agent

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

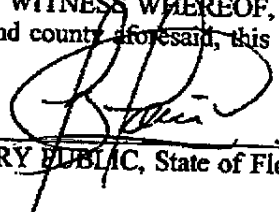
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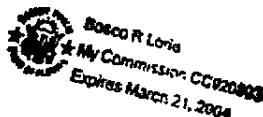
BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared PAOLA ANDREA CARILLO R., known to me to be the persons who executed the foregoing Articles Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 15th day of FEBRUARY, 2001.



NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



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