

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

850-222-2785

City/St/Zip

Phone #

P01000390110
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- P&B DISTRIBUTORS INC

2- _____

3- _____

4- _____

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait Photocopy

Certificate of Status

NEW FILINGS

- Profit
- Non-Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name
- Name Reservation

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-03/23/01-01014-018
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Examiner's Initials

J. SMITH MAR 23 2001

ARTICLES OF INCORPORATION

OF

P&B DISTRIBUTORS, INC.

01 MAR 23 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be:

P&B DISTRIBUTORS, INC.

ARTICLE II. GENERAL PURPOSE OF CORPORATION

The general purpose for which this corporation is being initially organized are as follows:

(1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

(2) _____

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at:

21221 NE 24TH Court, North Miami Beach, FL 33180

with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at:

2450 Hollywood Blvd., #401, Hollywood, FL 33020

and its initial registered agent at such address shall be:

LAWRENCE H. FEDER

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be 2 and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Beny Krasner</u>	<u>21221 NE 24TH Court, North Miami Beach, FL 33180</u>
<u>Filmore Francis</u>	<u>8200 SW 22nd Street, #C-204, North Lauderdale, FL 33068</u>

ARTICLE VI. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be **1000** shares of common stock at **\$1.00** per value. There shall be only one class of shares.

ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION

The amount of capital with which the corporation shall commence business shall be not less than \$500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
<u>LAWRENCE H. FEDER</u>	<u>1000</u>	<u>1.00</u>

ARTICLE VIII. INCORPORATORS

The names and address of each incorporator is as follows:

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
<u>LAWRENCE H. FEDER</u>	<u>2450 Hollywood Blvd., #401</u>
	<u>Hollywood, Florida 33020</u>

ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE X. NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE XI. EXERCISE OF CORPORATE POWERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

ARTICLE XII. QUALIFICATIONS AND COMPENSATION OF DIRECTORS

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

ARTICLE XIII. REMOVAL OF DIRECTORS

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

ARTICLE XIV. EXECUTIVE COMMITTEES

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, an executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.181, Florida Statutes.

ARTICLE XVII. GENERAL POWERS

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

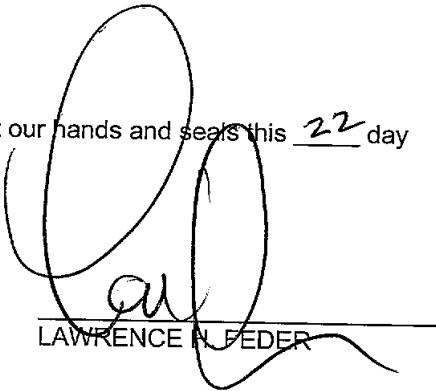
ARTICLE XVIII. OFFICERS

The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

ARTICLE XIX. DURATION OF CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I have hereunto set our hands and seals this 22 day of March, 2001.



LAWRENCE H. FEDER

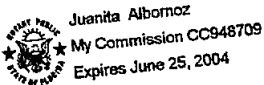
STATE OF FLORIDA)

COUNTY OF BROWARD)

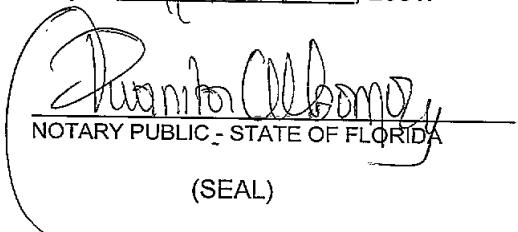
Personally appeared before me, the undersigned authority, **LAWRENCE H.**

FEDER to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hollywood in said County and State, this 22nd day of March, 2001.



My Commission Expires:



NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE MADE.

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in
compliance with said Act.

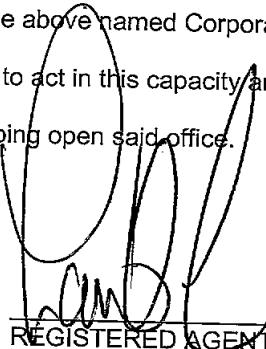
First, that P&B DISTRIBUTORS, INC. desiring to organize under the laws of the State of
Florida, with its principal office as indicated at Article III of the within Articles of
Incorporation, at:

2450 Hollywood Blvd., #401, Hollywood, FL 33020

has named: **LAWRENCE H. FEDER** located at: **2450 Hollywood Blvd., Suite 401,**
Hollywood, FL 33020 as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above named 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 Act relative to keeping open said office.


REGISTERED AGENT