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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/11/01--01115--008
*****78.50 *****78.50

SUBJECT: Buc's Distributing International, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: DWARN TRONTMAN SR.
Name (Printed or typed)

19350 N.W. 54 COURT
Address

Miami, FL 33055
City, State & Zip

305-626-9089
Daytime Telephone number

2001 JUN 11 PM 3:11
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

6/13/01

ARTICLES OF INCORPORATION
* OF
BUC'S DISTRIBUTING INTERNATIONAL, INC.

2001 JUN 11 PM 3:11

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I.
CORPORATE NAME

The names of this Corporation shall be
BUC'S DISTRIBUTING INTERNATIONAL, INC.
Principal Address: 19350 N.W. 54th COURT
MIAMI, FLORIDA 33055

ARTICLE II.
TERMS OF EXISTENCE

This corporation shall have perpetual existence

ARTICLE III.
PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporations organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall give all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged in any lawful manner and pertaining to the variety merchandise catalog business and or industry, among other things, in the purchasing, booking, to act as agent for and or personal representative for or otherwise to acquire all of the necessary merchandise including ethnic clothing, ethnic artifacts, habidashery, records, tapes, CD's and any other items that may be sold through catalog order only, and to sale, import, export convey, exchange, lease and otherwise to exploit the merchandise for the purpose of public exploitation via telephone, order form mail-ins, and or fax transmission) world wide.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise dispose of, and to invest in, trade in, deal in, and with good, wares, merchandise, personal property and services of every class, kind and description in the marketing of artistic talent.

C) To act as a broker, agent or factor for any person, firm or corporation in the variety merchandising catalog business.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds

thereof and interest therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to exploit, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, and other negotiable and nonnegotiable instruments and evidence of indebtedness, and to secure payment thereof and conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, exploit, pledge or otherwise acquire or dispose of the shares of the capital stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangement of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private or municipal body existing under the government of the United States or any state, territory colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interest, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent contractor, broker, or otherwise, either alone or in company with any entity or individual: to establish one or more offices, both within the State of Florida and any other part of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of American and any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the law of the State of Florida and of the United States of America.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this Corporation is Authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The considerations to be paid for each share shall be fixed by the Board of Directors and any shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable to any further payment thereon.

The Capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporation of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restrictions on

transfer:

A) Each shareholders share offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

ARTICLE V. INITIAL CAPITAL

The amount of capital with which this Corporation may be in business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI. DIRECTOR

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial director who shall hold office until his successor or successors are elected and have qualified are as follows:

**MR. DWARN TROUTMAN, C.E.O./PRESIDENT
19350 N.W. 54TH COURT
MIAMI, FLORIDA 33055**

ARTICLE VII. OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
MR. DWARN TROUTMAN	19350 N.W. 54th COURT, MIAMI, FL.	PRESIDENT/C.E.O.
MS. JACQUELINE TROUTMAN	19350 N.W. 54th COURT, MIAMI, FL.	VICE PRESIDENT
MR. LAVARIOUS BROWN	19350 N.W. 54th COURT, MIAMI, FL.	SECRETARY/TREAS.

ARTICLES VIII.

REGISTERED AGENT AND REGISTERED OFFICE

The Corporation's Resident Agent for services in the state of Florida Shall be

MR. DWARN TROUTMAN, C.E.O./PRESIDENT

THE ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION SHALL BE:
PRINCIPAL MR.DWARN TROUTMAN, C.E.O/PRESIDENT
ADDRESS 19350 N.W. 54th COURT
CITY/STATE/ZIP MIAMI, FLORIDA 33055

ARTICLE IX. AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repel any provision or provisions contained in these Articles of Incorporation, or any provision or provisions contained in these Articles of Incorporation, or any amendment hereto in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE X. INCORPORATOR

The name and mailing address of the Incorporator is as follows:

MR.DWARN TROUTMAN, C.E.O/PRESIDENT
19350 N.W. 54th COURT
MIAMI, FLORIDA 33141

IN WITNESS WHEREOF, the above named Incorporators, Directors and Registered Agent has hereunder subscribed his name, this 4th day of June, 2001.


Incorporator, Director
Registered Agent

STATE OF FLORIDA)
 : SS:
COUNTY OF DADE)

Before me the undersigned authority personally appeared

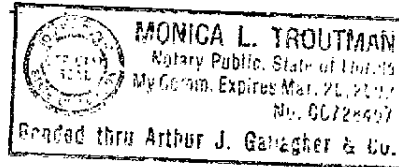
MR. DWARN TROUTMAN, PRESIDENT/C.E.O.

who is to me well known to be the person(s) described in and who subscribes the foregoing Articles of Incorporation, and he did freely and voluntary acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 4th day of June, 20 01.


Notary Public: Monica L. Troutman
STATE OF FLORIDA
No. CC728407
Expires 12/31/2002
Witnessed by: Arthur J. Gallagher & Co.

MY COMMISSION EXPIRES: 3, 26 02



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

PURSUANT to the provisions of Section 60 7.0501. Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the Corporation is

BUC'S DISTRIBUTING INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

**MR. DWARN TROUTMAN, PRESIDENT/C.E.O.
(NAME)**

19350 N.W. 54th COURT

(ADDRESS) (P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33055

(CITY/STATE/ZIP)

SIGNATURE: *Dwarn Troutman*

(CORPORATE OFFICER)

TITLE: CHIEF EXECUTIVE OFFICER (C.E.O.)

DATED: 6-4-01

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature: *Dwarn Troutman*

Dated: 6-4-01

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STATE
TALLAHASSEE FLORIDA