

Do1000105048

October 3, 2001

Juan J. Sagaro
15526 S.W. 62 Terrace
Miami, Florida 33193
Telephone: (305) 586-5887

FILED
01 OCT 29 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: Articles of Incorporation for
One Finder Distributor Inc.
(a corporation for profit)

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


To whom it may concern:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Registered Agent for One Finder Distributor Inc., a for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to the Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	<u>\$ 8.75</u>
TOTAL	\$78.75

Please forward the certified copy of the Articles of Incorporation to the Registered Agent at 11033 N.W. 43 Lane, Miami, Florida 33178. Thank you for your courteous cooperation.

Sincerely yours,


Juan J. Sagaro
President

Enclosure: Original and one copy of Articles of Incorporation
Original and one copy of Acceptance of Registered Agent
Check for Filing Fee

One Finder Distributor LLC

14748 SW 56 St, Suite 222, Miami, FL 33185

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 2001

Florida Division of Corporations
Attn: Brenda Tadlock
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Tadlock:

Pursuant to our conversation on October 3, 2001, I am writing to request that the corporate structure of One Finder Distributor LLC be changed to a For Profit Corporation. I have enclosed a check for \$25 for the dissolution fee. In accordance with the enclosed incorporation documents, the name of the For Profit Corporation shall be One Finder Distributor Inc. One Finder Distributor LLC and I, the Managing Member, will not void this dissolution nor reinstate this limited liability company. One Finder Distributor LLC and I release the name One Finder Distributor to One Finder Distributor Inc.

Thank you for your assistance in this matter.

Sincerely,



Juan J. Sagaro
Managing Member

Enc: Incorporation package
Check for dissolution fee

**ARTICLES OF INCORPORATION
OF
ONE FINDER DISTRIBUTOR INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this Corporation shall be One Finder Distributor Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address is 14748 S.W. 56 Street, Suite 222, Miami, Florida 33185.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which shall be designated Common Shares.

ARTICLE V

Board of Directors

The initial Board of Directors of this Corporation shall consist of one (1) director, Juan J. Sagaro, who resides at 15526 S.W. 62 Terrace, Miami, Florida 33193, and will hold the title of President.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 11033 N.W. 43 Lane, Miami, Florida 33178, and the name of its initial registered agent at such address is Michael R. Torres, C.P.A.

ARTICLE VII

Incorporator

The name and address of the person signing these Articles of Incorporation and serving as the sole incorporator is:

<u>Name</u>	<u>Address</u>
Juan J. Sagaro	15526 S.W. 62 Terrace Miami, Florida 33193

ARTICLE VIII

Powers

The Corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and any specific powers of the corporation.

ARTICLE IX

Duration

This Corporation shall have perpetual existence, commencing upon filing of these articles of incorporation with the Florida Secretary of State.

ARTICLE X

Dissolution

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of debts of the corporation, be distributed to the shareholders on a pro rata basis. Each shareholder shall participate in the distribution in direct proportion to the number of shares held by him or her.

ARTICLE XI

Preemptive Rights

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, shall have the right to purchase his or her own pro rata share at the price it is offered to others.

ARTICLE XII

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

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



Juan J. Sagaro, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent of One Finder Distributor Inc., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Michael R. Torres, C.P.A.

Dated this 3rd day of October 2001.

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