

Charter Number Only

11/5/01
80000106942

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

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

CORPORATION(S) NAME

Brand-Bell distributors Inc.

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DIVISION OF CORPORATION

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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FILED
01 NOV -6 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

of

BRAND-BELL DISTRIBUTORS INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BRAND-BELL DISTRIBUTORS INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>MARCO DE CASANOVA</u>		
ADDRESS	<u>8079 SW 18th Court</u>		
CITY	<u>DAVIE</u>	FLORIDA	ZIP <u>33324</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>BRAND-BELL DISTRIBUTORS</u>		
ADDRESS	<u>8079 SW 18th Court</u>		
CITY	<u>DAVIE</u>	FLORIDA	ZIP <u>33324</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

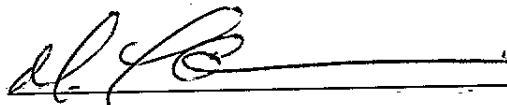
NAME	<u>MARCO DE CASANOVA</u>		
ADDRESS	<u>8079 SW 18th COURT</u>		
CITY	STATE	ZIP	
<u>DAVIE</u>	<u>FL</u>	<u>33324</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>MARCO DE CASANOVA</u>		
ADDRESS	<u>8079 SW 18th COURT</u>		
CITY	STATE	ZIP	
<u>DAVIE</u>	<u>FL</u>	<u>33324</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5 day of NOVEMBER, 2001.

 (Seal)

_____ (Seal)

_____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

BRAND-BELL DISTRIBUTORS INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 8079 SW 18th COURT

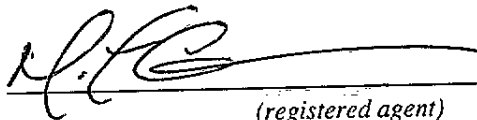
DAVIE, FLORIDA 33324

has named MARCO DE CASANOVA

located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.


(registered agent)