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LATAMUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. REY DISTRIBUTOR, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 28 AM 11:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF

REY DISTRIBUTOR, INC.

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
CORPORATION NAME

The corporation's name shall be: REY DISTRIBUTOR, INC.

ARTICLE II
DURATION

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

ARTICLE III
PURPOSE

The corporation is organized for the purpose of engaging in any activity of 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 hundred (100) shares of five dollars (\$5.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V
PLACE OF BUSINESS

The principal place of business of said corporation shall be:

9950 SW 25 Street

Miami, FL 33165

ARTICLE VI
NUMBER OF DIRECTORS

The number of Directors of this corporation, shall be no less than one (1) nor more than fifteen (15).

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ARTICLE VII
BOARD OF DIRECTORS

The name and addresses of the first Board of Directors of this Corporation who shall hold office initially, are as follow:

NAME: REINALDO NAVARRO
ADDRESS: 9950 SW 25 Street
CITY: Miami STATE: FL Z.C.: 33165
NAME: ADA NAVARRO
ADDRESS: 9950 SW 25 Street
CITY: Miami STATE: FL Z.C.: 33165
NAME: _____
ADDRESS: _____
CITY: _____ STATE: _____ Z.C.: _____

ARTICLE VIII
INCORPORATORS

The name and addresses of the incorporators signing these Articles of the incorporation, are as follow:

NAME: REINALDO NAVARRO TITLE: PRESIDENT
ADDRESS: 9950 SW 25 Street
CITY: Miami STATE: FL Z.C.: 33165
NAME: ADA NAVARRO TITLE: SECRETARY
ADDRESS: 9950 SW 25 Street
CITY: Miami STATE: FL Z.C.: 33165
NAME: _____
ADDRESS: _____
CITY: _____ STATE: _____ Z.C.: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 27th day of November of 2001

Reinaldo Navarro (Seal) _____ (Seal)
Ada Navarro (Seal) _____ (Seal)
_____ (Seal) _____ (Seal)

STATE OF FLORIDA)
)
COUNTY OF MIAMI DADE)

Before me, a Notary Public authorized to take acknowledgement in the State and County set for above, personally appeared:

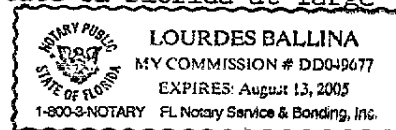
REINALDO NAVARRO & ADA NAVARRO

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and county aforesaid, this 27th day of November of 2001.

L. Ballina

Notary Public
State of Florida at large



CERTIFICATE OF REGISTERED AGENT

OF

REY DISTRIBUTOR, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That REY DISTRIBUTOR, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at city of Miami, County of Dade State of Florida, has named:

To: REINALDO NAVARRO
Located at: 9950 SW 25 Street
City of: Miami County of: Dade
State of Florida.

at its 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 obligations 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.

Reinaldo Navarro

Registered Agent.

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