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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

INTERAMERICAN DISTRIBUTION CORPORATION

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION

OF

INTERAMERICAN DISTRIBUTION CORPORATION

ARTICLE I- NAME

The name of the corporation is INTERAMERICAN DISTRIBUTION CORPORATION.

ARTICLE II- ADDRESS

The principal office or mailing address of this corporation shall be located at:

INTERAMERICAN DISTRIBUTION CORPORATION

801 Brickell Bay Drive

Four Ambassadors

Lobby Area, Box #10

Miami, Florida 33133

ARTICLE III- DURATION

This corporation shall exist in perpetuity.

ARTICLE IV- PURPOSE

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

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 801 Brickell Bay Drive, Four Ambassadors, Lobby Area, Box #10, Miami, Florida 33131.

This instrument prepared by:

Richard R. Robles, Esquire
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131
Phone (305) 755-9200
FBN: 0088481

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ARTICLE VI- CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

| | |
|----------------------------------|---|
| Director, President & Secretary: | Richard R. Robles, Esquire 801 Brickell Bay Drive Four Ambassadors Lobby Area, Box #10 Miami, Florida 33131 |
|----------------------------------|---|

| | |
|---------------------------------------|--|
| Director, Vice President & Treasurer: | Freddy Valdez 10245 S.W. 26 Terrace Miami, Florida 33163 |
|---------------------------------------|--|

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

Richard R. Robles
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131

ARTICLE IX- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X- POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


ARTICLE XI- INDEMNIFICATION

This corporation shall indemnify any former officer or directors, to the full extent permitted by law.

ARTICLE XII- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 27th day of November, 2001.


RICHARD R. ROBLES

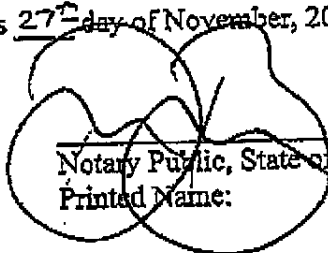
STATE OF FLORIDA

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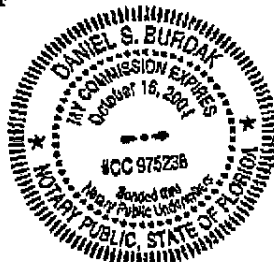
COUNTY OF MIAMI- DADE

BEFORE ME, the undersigned authority, personally appeared Richard R. Robles, to me well known, and known to me to be the individual described in and who executed the forgoing instrument as subscribed hereto.

WITNESS my hand and official seal this 27th day of November, 2001.


Notary Public, State of Florida
Printed Name:

My Commission expires:




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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, INTERAMERICAN DISTRIBUTION CORPORATION, desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Richard R. Robles, 801 Brickell Bay Drive, Four Ambassadors, Lobby Area, Miami, Florida 33131 as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent



RICHARD R. ROBLES

This instrument prepared by:

Richard R. Robles, Esquire
801 Brickell Bay Drive
Four Ambassadors
Lobby Area, Box #10
Miami, Florida 33131

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