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TRANSMITTAL LETTER

FILED

02 APR -1 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-04/01/02--01038--001
*****78.75 *****78.75

SUBJECT: Classic Brands Distributors, corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Erik Rodgers
Name (Printed or typed)

2516 NW 44 Court
Address

Boca Raton FL 33434
City, State & Zip

(561) 241-6008
Daytime Telephone number

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

ARTICLES OF INCORPORATION

-OF-

FILED

CLASSIC BRANDS DISTRIBUTORS, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida....

ARTICLE I

The name of this corporation is: **CLASSIC BRANDS DISTRIBUTORS, CORP.**

ARTICLE II

The initial street address of the principal office of this corporation in the State of Florida is:
2516 NW 44 Court
Boca Raton, FL. 33434

The Board of Directors may from time to time move the principle office to any other address in Florida, The United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE III

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 1500 Shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all 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 for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporates or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors. Upon dissolution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The name and Florida street address of the initial registered agent is:
Erik Rodgers
2516 NW 44 Court
Boca Raton, 33434

ARTICLE V

This Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE VI

The stockholders of this corporation may enter into agreement between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock, and such agreement shall be valid and this corporation may join as party thereto.

ARTICLE VII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote of stockholders of records holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary For a transfer of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the corporation.

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

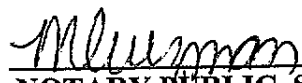

Erik Rodgers (Registered Agent)

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day personally appeared
ERIK RODGERS

To me well known to be the person who executed the foregoing Articles of Incorporation,
and who acknowledge before me that they executed the same for the purpose therein
expressed.

WITNESS my hand and official seal in the County and State above name this
28 day of March 2002.



NOTARY PUBLIC, State of Florida

My Commission Expires

