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TRANSMITTAL LETTER

FILED

02 APR 23 PM 2:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

000005325240--9
-04/23/02--01028--004
*****78.75 *****78.75

SUBJECT: Distributors Group, 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: P B: A Financial Svcs.
Name (Printed or typed)

13935 NW 1st Ave
Address

Miami, FL 33168
City, State & Zip

305-688-9694
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
DISTRIBUTORS GROUP, CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of this corporation shall be:

DISTRIBUTORS GROUP, CORP.

ARTICLE II

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

It shall have the authority to issue 100 shares of stock, all of one class, with \$ 1.00 par value.

ARTICLE IV

The corporation shall begin with \$ 100.00 capital.

ARTICLE V

The period of its duration is perpetual.

ARTICLE VI

The address of its principal office is:
**1438 Sabal Trail
Weston, Fl. 33327**

Prepared by:
PB&A Financial Services, Corp.
13935 NW 1st Avenue
Miami, FL. 33168
(305) 688-9694

ARTICLE VII

The number of directors constituting its initial Board of Directors is (3) whose name(s) and address(es) is (are):

Eulalia Emiani
1438 Sabal Trail
Weston, FL. 33327
President

Marta S Bahamon
1438 Sabal Trail
Weston, FL. 33327
Vice President

Jose Luis De Vivo
1438 Sabal Trail
Weston, FL. 33327
Vice President

ARTICLE VIII

The name and address of the subscriber is:

Jose Luis de Vivo
1438 Sabal Trail
Weston, FL. 33327

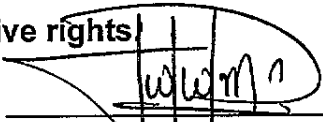
ARTICLE IX

The registered agent and registered office for the corporation shall be:

PB&A FINANCIAL SERVICES,C ORP.
13935 NW 1st AVENUE
MIAMI, FL. 33168

ARTICLE X

Shareholders shall be entitled to preemptive rights



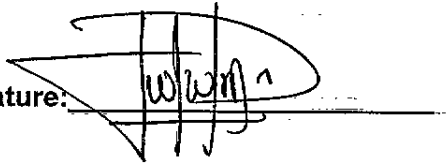
Jose Luis de Vivo

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT DISTRIBUTORS GROUP, CORP. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA HAS NAMED PB&A FINANCIAL SERVICES, CORP. AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: _____



Title: VICE PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: _____


Sandra Arguello, President
PB&A Financial Services, Corp.

Date: _____

4/17/02