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OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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-10/02/02--01030--008

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

OFFICE USE ONLY

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

1. SUNSET DISTRIBUTION CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

RECEIVED
02 OCT -2 AM 11:28
DIVISION OF CORPORATION

NEW FILINGS



Profit



NonProfit



Limited Liability



Domestication



Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

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02 OCT -2 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

**REGISTRATION/
QUALIFICATION**

Foreign

Limited Partnership

Reinstatement

Trademark

Other

Examiner's Initials

bm rla

ARTICLES OF INCORPORATION

OF

THE UNDERSIGNED INCORPORATOR(S) FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE.

SUNSET DISTRIBUTION CORP.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:

365 NW 85 CT. SUITE # 8
MIAMI, FL. 33126.

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ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OF ALL LAWFUL ACTIVITIES BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES THE STATE OF FLORIDA OR ANY OTHER STATE COUNTRY TERRITORY OR NATION

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS

1000 SHARES OF ONE DOLLAR \$1.00 PAR VALUE COMMON STOCK.

ARTICLE IV TERM OF EXISTENCE.

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS OF THE INITIAL OFFICER(S) AND DIRECTORS IF ANY WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION(S) EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS (ARE) ELECTED. IS (ARE)

HECTOR DEL SOL PRESIDENT

JORGE GESEN VICE-PRESIDENT

ARTICLE VI INCORPORATOR (S)

THE NAME (S) AND STREET ADDRESS (ES) OF THE INCORPORATOR (S) TO THIS ARTICLE OF INCORPORATION IS (ARE)

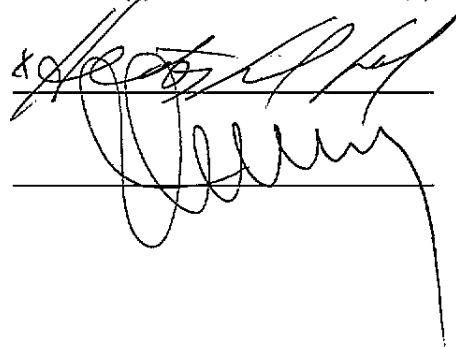
HECTOR DEL SOL PRESIDENT

JORGE GESEN VICE-PRESIDENT

365 NW 85 CT. SUITE # 8 MIAMI, FL. 33126.

IN WITNESS WHEREOF THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 6 DAY OF APRIL 2001.

SIGNATURE(S) OF INCORPORATOR(S)



CERTIFICATE DESIGNATING
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO PROVISIONS OF SECTION 607.325 FLORIDA STATUTES THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA. SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE / REGISTERED AGENT IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS

SUNSET DISTRIBUTION CORP.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

HECTOR VAZQUEZ 1790 W 49 ST SUITE 217 HIALEAH, FL 33012.

(P.O. BOX NOT ACCEPTABLE)

SIGNATURE

CORPORATE OFFICER

SEPTEMBER 25, 2002

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. AND I ACCEPT THE DUTIES AND OBLIGATIONS OF
SECTIONS 607.325 FLORIDA STATUTES.

SIGNATURE

REGISTERED AGENT

SEPTEMBER 25, 2002

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