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DIVISION OF CORPORATION

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03 JUN 26 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. CAROLINA'S DISTRIBUTORS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

Examiner's Initials

ARTICLES OF INCORPORATION
OF

CAROLINA'S DISTRIBUTORS, 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: CAROLINA'S DISTRIBUTORS 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 (\$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:

13362 SW 118 Place

Miami, FL 33186

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 follows:

NAME: JUAN CARLOS CEBALLOS
ADDRESS: 13362 SW 118 Place
CITY: Miami STATE: FL ZIP: 33186

NAME: _____
ADDRESS: _____
CITY: _____ STATE: _____ ZIP: _____

NAME: _____
ADDRESS: _____
CITY: _____ STATE: _____ ZIP: _____

ARTICLE VIII
INCORPORATORS

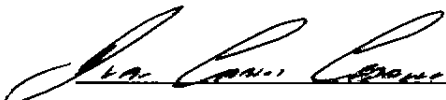
The name and addresses of the incorporators signing these Articles of the incorporation, are as follows:

NAME: JUAN CARLOS CEBALLOS TITLE: PRESIDENT
ADDRESS: 13362 SW 118 Place
CITY: Miami STATE: FL ZIP: 33186

NAME: _____ TITLE: _____
ADDRESS: _____
CITY: _____ STATE: _____ ZIP: _____

NAME: _____ TITLE: _____
ADDRESS: _____
CITY: _____ STATE: _____ ZIP: _____

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 25th day of June of 2003

 (Seal)

_____ (Seal)

_____ (Seal)

_____ (Seal)

_____ (Seal)

_____ (Seal)

STATE OF FLORIDA)
)
COUNTY OF MIAMI)

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

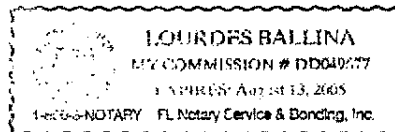
JUAN CARLOS CEBALLOS

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

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 25th day of June of 2003.

L. Ballina

Notary Public
State of Florida at Large



CERTIFICATE OF REGISTERED AGENT
OF

CAROLINA'S DISTRIBUTORS INC

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

FIRST: That CAROLINA'S DISTRIBUTORS, INC desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade State of Florida, has named:

To: JUAN CARLOS CEBALLOS
located at: 13362 SW 118 Place
City of: Miami County of: Dade
State of: Florida

as 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 state 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.



Registered Agent

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