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FLORIDA PROFIT CORPORATION OR P.A.

partners distribution center, inc.

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ARTICLES OF INCORPORATION

OF

PARTNERS DISTRIBUTION CENTER, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **PARTNERS DISTRIBUTION CENTER, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address is 13798 NE 11th AVENUE, MIAMI, FL 33161 and principal office of the corporation is 12140 NE 8th AVENUE #B, MIAMI, FLORIDA 33161.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property

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or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 12140 NE 8th AVENUE #B, MIAMI, FLORIDA 33161; and the registered agent at that office is WILBERT JEAN.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have THREE (3) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

RAGUEL LAZARD
10715 NW 2nd COURT
MIAMI, FL 33168

FANFAN F. JEAN
13798 NE 11th AVENUE
MIAMI, FL 33161

JULLIO LINDOR
832 NE 124th STREET
MIAMI, FL 33161

ARTICLE IX: INCORPORATOR

The incorporator(s) of the Corporation are as follows:

WILBERT JEAN 12140 NE 8th AVENUE #B, MIAMI FLORIDA 33161

IN WITNESS WHEREOF, I, WILBERT JEAN, the undersigned incorporator, have signed these Articles of Incorporation on this 12 day of January, 2005, and acknowledged the same to be my act.


WILBERT JEAN

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **PARTNERS DISTRIBUTION CENTER, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **MIAMI**, County of **MIAMI DADE**, State of Florida, has named **WILBERT JEAN** at **12140 NE 8th AVENUE #B**, in the City of **MIAMI**, County of **MIAMI DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: 

WILBERT JEAN

DATE: 12-1/12/05

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