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To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

v & f distributors, inc.

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**ARTICLES OF INCORPORATION OF**

**V & F DISTRIBUTORS, INC.**

**ARTICLE I - NAME**

The name of this Corporation is  
**V & F DISTRIBUTORS, INC.**

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**ARTICLE II - DURATION**

This Corporation shall exist perpetually commencing on the date these Articles are filed.

**ARTICLE III - PURPOSE**

This Corporation is organized for the transaction of any and all lawful purpose.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue five hundred shares of  
\$1.00 par value, which said shares shall be designated as "Common Shares"

**ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT**

The street address of the initial registered and principal office of the Corporation is:

Michael K Fish CPA, P.A.  
7700 N. KENDALL DRIVE  
SUITE 503  
MIAMI, FL 33156

VINCENZO SGROI  
1321 NE 41 PLACE  
HOMESTEAD, FL 33033

The name of the initial Registered Agent of this

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Corporation is:  
VINCENZO SGROI

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (2) initial directors. The number of directors may increase from time to time by the By-laws but shall never be less Than one (1). The name and address of the

initial directors of this Corporation are:

FLAVIA DIAZ  
1321 NE 41 PLACE  
HOMESTEAD,FL 33033

VINCENZO SGROI  
1321 NE 41 PLACE  
HOMESTEAD,FL 33033

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is:

VINCENZO SGROI  
1321 NE 41 PLACE  
HOMESTEAD,FL 33033

**ARTICLE VIII**

This Corporation shall have all of the Corporate powers  
enumerated in the Florida General Corporation Act.

**ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend, rescind,

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any provisions contained in these Articles of Incorporation, and  
 amendment thereof, and any right conferred upon the shareholders  
 herein to this reservation.

### ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any  
 former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed

These Articles of Incorporation this 28 day of March, 2007.

  
 VINCENZO SGROI

### ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of  
 process for the above-stated Corporation, at a place designated  
 in these Articles of Incorporation, I hereby agree to act in that  
 capacity, to comply with the provisions of Florida Statutes  
 Section 48.091 and any amendments thereto, and to comply with the  
 Provisions of all other Statutes related to the proper and  
 complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand on  
 this 28 day of March, 2007.

  
 VINCENZO SGROI

Registered Agent

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