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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1320 South Dixie Hwy
Suite # 801
Coral Gables, Florida 33146

30th December, 1994.

Division of Incorporation.
Department of State.
P. O. Box 6327
Tallahassee, Florida 32314.

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***122.50 ***122.50

Dear Sirs :

RE: ARTICLES OF INCORPORATION OF
FLORIDALAND DISTRIBUTORS INC

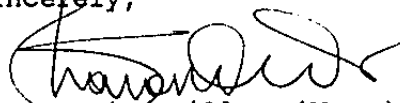
Enclosed please find, one original and one copy of the Articles of Incorporation for "FLORIDALAND DISTRIBUTORS INC." together with our cheque in the amount of US\$122.50 (One Hundred Twenty Two Dollars Fifty Cents) which represents the following :

Filing Fee	35.00
Registered Agent Fee	35.00
Certified Copy Fee	52.50

TOTAL: \$ 122.50

I was in direct contact with your offices and was advised that the abovementioned name is available. Please effect immediately incorporation, and forward to 1320 South Dixie Hwy, Suite # 801, Coral Gables, Florida 33146, the Charter, together with certified copy of the Articles of Incorporation.

Sincerely,



Sharon-Hire Miller (Mrs.)

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SECRETARY OF STATE
TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION
OF
FLORIDALAND DISTRIBUTORS
INCORPORATED

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation :

ARTICLE I

NAME

The name of the corporation is :

FLORIDALAND DISTRIBUTORS INCORPORATED.

ARTICLE II

EXISTENCE OF CORPORATION

The duration of the corporation is perpetual.

ARTICLE III

BUSINESS PURPOSES

This corporation is organised for the purposes of transacting any and all lawful business.

A R T I C L E I V

CAPITAL STOCK

1. The maximum number of shares of stock which this corporation is authorised to have outstanding at any time shall be 2,000 (two thousand) shares of common stock having a par value of \$ 5.00 (Five Dollars) per share.
2. The capital stock may be paid for the property, labour or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organisation meeting.
3. Property, labour or services may also be purchased or paid for with the capital stock, at a just valuation of said property, labour services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration, and the issuance of so much of the capital stock as the directors of the company may decide.

A R T I C L E V

INITIAL CAPITALISATION

The amount of capital with which this corporation will begin business, shall not be less than US\$10,000.00 (Ten Thousand Dollars).

A R T I C L E V I

REGISTERED AGENT
AND
PRINCIPAL PLACE OF BUSINESS.

The street address of the initial registered agent of this corporation at that address is :

SHARON HIRE MILLER
1320 South Dixie Highway, Suite # 801
Coral Gables, Florida 33146

The registered agent and registered office may be changed from time to time by filing with the Secretary of State of Florida, a certificate designating a new registered agent and/or a new registered office without the necessity of amending these articles of incorporation.

PAGE 3 OF 6

A R T I C L E V I I

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is 3, and as follows :

1. H. FRANKLIN COX - 1320 S. Dixie Hwy # 801
Coral Gables, Florida 33146.
2. SHARON HIRE MILLER - 1320 S. Dixie Hwy # 801
Coral Gables, Florida 33146.
3. FRANK MARSDEN WILLACY - 14651 S.W. 162nd Street
Miami, Florida 33177

A R T I C L E S VIII

OFFICERS

The names and address of the officers of this corporation who, subject to this charter and the by-laws of this corporation, and the laws of the state of Florida, shall hold office during the existence of this corporation are as follows : Persons signing these Articles as an incorporator are as follows:

- | | | | |
|----|-----------------------|---|--|
| 1. | H. FRANKLIN COX | - | 1320 S. Dixie Hwy # 801
Coral Gables, Florida 33146 |
| 2. | SHARON HIRE MILLER | - | 1320 S. Dixie Hwy # 801
Coral Gables, Florida 33146 |
| 3. | FRANK MARSDEN WILLACY | - | 14651 S.W. 162nd Street
Miami, Florida 33177 |

PAGE 4 OF 6

PRESIDENT : H. FRANK COX
SECRETARY : SHARON O. HIRE MILLER
TREASURER : FRANK MARSDEN WILLACY

A R T I C L E IX

SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are as follows ;

NAME	ADDRESS	PERCENTAGE NO# OF SHARES
H. FRANKLIN COX -	1320 S. Dixie Hwy #801 Coral Gables, Fl 33146	40
SHARON HIRE MILLER -	1320 S. Dixie Hwy #801 Coral Gables, Fl 33146	20
FRANK M. WILLACY -	14651 S.W. 162ND Street Miami, Florida 33177	10

A R T I C L E X

INDEMNIFICATION

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

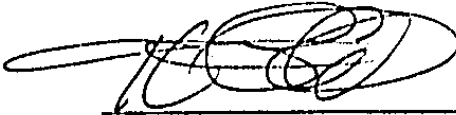
A R T I C L E XI

ELECTION OF SUBCHAPTER "S" CORPORATION

The corporation elects to be a small business corporation or tax option corporation pursuant to Section 1371 of the Internal Revenue Code, or as designated in the 1993 Internal Revenue Code.

PAGE 5 OF 6

EXECUTED BY THE UNDERSIGNED ON THIS 22nd DAY OF
December, 1994.



H. FRANKLIN COX

STATE OF FLORIDA

COUNTY OF DADF

Before me, the undersigned authority on this 22nd day of
December, 1994 A.D., personally appeared H. FRANKLIN COX to me
known to be the person described in the foregoing Articles of
Incorporation and acknowledges to me that he executed the same
freely and voluntarily for the purposes herein.

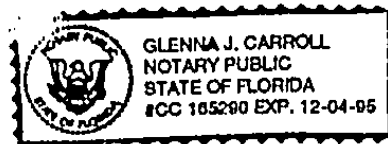
WITNESS MY HAND AND OFFICAL SEAL THE DATE AFORESAID :-


NOTARY PUBLIC

MY COMMISSION EXPIRES:

12-4-95

NOTARY SEAL



PAGE 6 OF 6

EXECUTED BY THE UNDERSIGNED ON THIS 22nd DAY OF DECEMBER, 1994.


SHARON O. HIRE MILLER

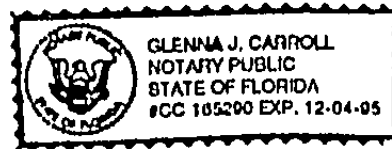
STATE OF NEW YORK
CITY OF NEW YORK

Before me, the undersigned authority on this 22nd day of December, 1994 A.D. personally appeared SHARON O. HIRE MILLER to me, known to be the person described in the foregoing Articles of Incorporation and acknowledges to me that she executed the same freely and voluntarily for the purposes herein.

WITNESS MY HAND AND OFFICAL SEAL THE DATE AFORESAID :-


NOTARY PUBLIC

NOTARY SEAL:




MY COMMISSION EXPIRES :

12-4-95

RESIDENT AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR
THE CORPORATION INCORPORATED HEREIN, AND I AGREE TO
COMPLY WITH THE PROVISIONS OF CHAPTER 48.091 FLORIDA
STATUTES, RELATIVE TO KEEPING OPEN SAID OFFICE

RESIDENT AGENT:


SHARON O. HIRE MILLER
1320 SOUTH DIXIE HIGHWAY
CORAL GABLES, FLORIDA 33146

PAGE 6 OF 7

EXECUTED BY THE UNDERSIGNED ON THIS 11/18 DAY OF DECEMBER, 1994.

FRANK MARSDEN WILLACY

STATE OF NEW YORK
CITY OF NEW YORK

Before me, the undersigned authority on this 11/18 day of December, 1994 A.D. personally appeared FRANK MARSDEN WILLACY to me, known to be the person described in the foregoing Articles of Incorporation and acknowledges to me that he executed the same freely and voluntarily for the purposes herein.

WITNESS MY HAND AND OFFICAL SEAL THE DATE AFORESAID :-

NOTARY SEAL:

Barbara M. Puer
NOTARY PUBLIC

MY COMMISSION EXPIRES :

BARBARA M. PUER
Notary Public, State of New York
No. 24,607,403

Qualified to Notary Public
Commission Expires 12/31/96

EXECUTED BY THE UNDERSIGNED ON THIS _____ DAY OF DECEMBER, 1994.

DENNIS KAINEN

STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority on this _____ day of December, 1994 A.D., personally appeared DENNIS KAINEN to me known to be the person described in the foregoing Articles of Incorporation and acknowledges to me that he executed the same freely and voluntarily for the purposes herein.

WITNESS MY HAND AND OFFICAL SEAL THE DATE AFORESAID :-

NOTARY SEAL:

NOTARY PUBLIC

MY COMMISSIN EXPIRES :