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1/30/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SAINT LOUIS DISTRIBUTOR CO.

FAX AUDIT NUMBER: H95000001187

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ARTICLES OF INCORPORATION

OF

SAINT LOUIS DISTRIBUTOR CO.

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THE UNDERSIGNED ACTING AS SUBSCRIBER OF A CORPORATION UNDER THE  
FLORIDA CORPORATION LAW, ADOPT THE FOLLOWINGS ARTICLES OF INCOR-  
PORATION FOR SUCH CORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS, SAINT LOUIS DISTRIBUTOR CO.

ARTICLE II

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED TO ENGAGE IN  
ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED  
STATES AND THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO  
ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS 50 SHARES OF  
COMMON STOCK, AS WHICH COMMON SHALL BE OF NO PAR VALUE. ALL  
STOCK IS TO ISSUED AS FULLY PAID AND EXEMPT FROM ASSEMENT.

ARTICLE IV

THE CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS  
NOT LESS THAN FIVE UNDRED DOLLARS.

ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE VI

THE INITIAL POST OFFICE ADDRESS AND PRINCIPAL OFFICES OF THE  
CORPORATION IN THE STATE OF FLORIDA SHALL BE AT 13427 S.W. 8TH  
LANE, MIAMI, FLORIDA 33184.

Prepared By:  
Rene Arrascaeta  
13427 SW 8th Lane  
Miami, FL 33184  
(305)554-4537  
H95000001187

ARTICLE VII

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO AND OTHER ADDRESS WITHIN THE STATE OF FLORIDA.

ARTICLE VIII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (1) NOR MORE THAN (5).

ARTICLE IX

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND SLATE OF CORPORATE OFFICERS ARE,  
RENE ARRASCAETA, PRESIDENT, SECRETARY & TREASURER, AT 13427 S.W.  
8TH LANE, MIAMI, FLORIDA 33184 .

ARTICLE X

NO STOCKHOLDERS OF THE CORPORATION SHALL BE PERMITTED TO SELL OR OFFER FOR SALE HIS SHARES OF THE STOCK IN THE CORPORATION WITHOUT FIRST OFFERING SAID SHARE FOR SALE TO ALL OTHER STOCKHOLDERS OF THE CORPORATION, AT THEIR BOOK VALUE. THE REMAINING STOCKHOLDERS MAY PURCHASE ALL OR ANY PART OF THE SHARES OF STOCK OFFERED FOR SALE BY THE OTHER STOCKHOLDERS.

ARTICLE XII

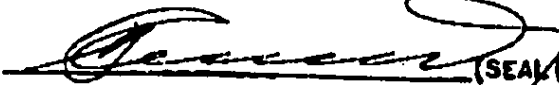

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF INTERNAL REVENUE CODE, IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVED THE BENEFITS THERE UNDER.

ARTICLE XII

THE NAME AND POST OFFICE ADDRESS OF THE PERSON SUBSCRIBED THIS ARTICLES OF INCORPORATION IS, RENE ARRASCAETA, AT 13427 S.W. 8TH LANE, MIAMI, FL 33184.

ARTICLE XIII

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS  
THIS 30 DAY OF JANUARY, 1995.

  
SUBSCRIBER (SEAL)  
  
REGISTERED AGENT. (SEAL)  
(SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME,  
AND OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS AND ADMINISTAR  
OATHS IN THE STATE OF FLORIDA. \_\_\_\_\_

TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED  
THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED  
BEFORE ME THAT THEY EXECUTED THE SAME FREELY AND VOLUNTARILLY FOR  
THE PURPOSE THEREIN EXPRESSED.

WITNESS, MY HAND AND OFFICAL SEAL THIS \_\_\_\_\_ DAY OF \_\_\_\_\_,  
19\_\_\_\_, AT \_\_\_\_\_ COUNTY OF \_\_\_\_\_ STATE OF FLORIDA.

NOTARY PUBLIC, STATE OF FLORIDA AT  
LARGE.

MY COMMISSION EXPIRES.

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01/31/95 09:43

FAS-T CORPORATE AGENTS

(305) 592-9591

P. 004  
H9500000118

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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, SAINT LOUIS DISTRIBUTOR CO.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS.  
RENE ARRASCAETA, AT 13427 S.W. 8TH LANE, MIAMI, FLORIDA 33184

SIGNATURE 

TITLE PRESIDENT.

DATE JANUARY 30, 1995.

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 AGREED 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

REGISTERED AGENT.

DATE JANUARY 30, 1995.

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55 JAN 31 AM 10:55  
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TALLAHASSEE, FLORIDA

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