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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W. FLAORER ST
SUITE 200
MIAMI FL 33135- 302-
CONTACT: RAY STORMONT
PHONE: (305) 641-3084
FAX: (305) 641-3770

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NAME: A & R DISTRIBUTING INC.
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**ARTICLES OF INCORPORATION
OF
A & R DISTRIBUTING INC.**

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is A & R DISTRIBUTING INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

3281A Lake Worth Road
Lake Worth, FL 33461

ARTICLE III

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, each share having no par value. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

Prepared by:
Steven Garellek
F1801-0962480
7000 W. Palmetto Park Rd. #300
Boca Raton, FL 33433
407-3913344

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 7000 West Palmetto Park Road Suite 300, Boca Raton, FL 33433 and the initial registered agent for the Corporation at that address shall be Steven Garellek.

ARTICLE V

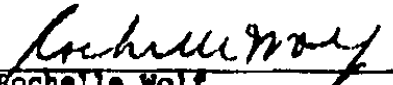
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

NAME	ADDRESS
Aldo Butera	3201A Lake Worth Road Lake Worth, FL 33461
Rochelle Wolf	3201A Lake Worth Road Lake Worth, FL 33461

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of April, 1995.


Aldo Butera


Rochelle Wolf

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for A & R Distributing Incorporated at the place designated in the Articles of Incorporation, I heruby 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.

DATE: April 8, 1995


Steven Darollek

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA