

P95000031854

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

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 0-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BROTHERS DISTRIBUTING COMPANY, INC.
FAX AUDIT NUMBER: H95000004543
DATE REQUESTED: 04/21/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$12.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 17:03:45
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4/24

02:03:11

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BROTHERS DISTRIBUTING COMPANY, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Brothers Distributing Company, Inc.

The principal place of business of this corporation shall be: 2549 Parklane, Pembroke Park, Fl. 33009.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 Shares
at
\$ 10.00 per share

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
Law Office of Carolyn Karetts, P.A.
3121 Ponce De Leon Blvd.
Coral Gables, Fl. 33134
305-567-1113

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ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

FATIMA SHATAT, PRESIDENT / TREASURER
2375 NE 178rd Street
N. Miami Beach, FL 33160

KENNETH KLEMPNER, VICEPRESIDENT / SECRETARY
1745 Palm Cove Blvd.
Delray Beach, FL 33445

Only the shareholders shall be the directors of this corporation.

ARTICLE VIII CORPORATE RESOLUTIONS

All corporate resolutions and legal documents require the signatures of two officers: one of which shall be the Vicepresident/Treasurer.

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

CAROLYN KARETTIS, ESQ.
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this _____ day of April, 1995.



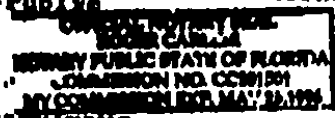
Carolyn Karettis, Esq.

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STATE OF FLORIDA)
COUNTY OF DADK)

THE FOREGOING instrument was acknowledged and sworn to before me this 21st day of April, 1995 by Carolyn Karrettis, Esq. of 3121 Ponce De Leon Blvd., Coral Gables, FL 33134.

[Signature]
Notary Public
Seal: 

My commission expires:

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization 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: **BROTHERS DISTRIBUTING COMPANY, INC.**

2. The name and address of the registered agent and office is:

**LAW OFFICE OF CAROLYN KARRTTIS, P.A.
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134**

[Signature]
Carolyn Karrettis, Esq.
Title: Registered Agent
Date: 4/21/95

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95 APR 24 PM 4: 30
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

[Signature]
Signature
Date: 4/21/95

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LAW OFFICES
Carolyn Karetis
3121 PONCE DE LEON BLVD
CORAL GABLES, FLORIDA 33134

ADMITTED TO
FLORIDA BAR
GEORGIA BAR

OFFICE: (305) 444-2123
(305) 567-1113
FAX: (305) 444-2339

June 30, 1995

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

400001529904
-07/05/95--01046--012
*****35.00 *****35.00

Re : Brothers Distributing Company, Inc.
Resignation of Officer

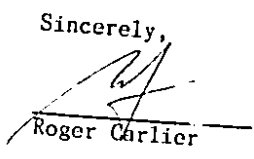
FILED
95 JUL -3 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madame:

Enclosed please fully executed Affidavit of Resignation of Officer and/or Director for the above-mentioned corporation.

We are also enclosing a check in the amount of thirty five (\$ 35.00) Dollars to cover for the fees. Kindly provide us with a certificate showing the requested resignation.

May you have any questions, please do not hesitate to contact me.

Sincerely,

Roger Carlier

/rc
Encl.

O/P BCD
ARC 7-12

Florida Department of State, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF Palm Beach

FILED
95 JUL -3 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, Kenneth Klempner, after being duly sworn, state to the best of my knowledge, information and belief, and under penalties of perjury, the following is true and correct:

I, Kenneth Klempner hereby resign as Vice-president and Secretary of Brothers Distributing Company, Inc, a Florida corporation.

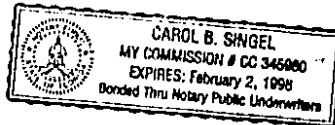
That the corporation has been notified in writing of the resignation.

Kenneth Klempner
Signature of resigning officer/director

Sworn to and subscribed before me this 19 day of May 1995 by Kenneth Klempner who is personally known to me or has produced _____ as identification.

Carol B Singel
Notary Public

My commission expires:
2-2-98



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LARSON AND JONES

ATTORNEYS AT LAW

AN ASSOCIATION OF ATTORNEYS AND NOT A PARTNERSHIP

SHOREVIEW BUILDING, SUITE 216
9999 NORTHEAST 2ND AVENUE
MIAMI BEACH, FLORIDA 33139

TELEPHONE (305) 751-1851
FAX (305) 754-5426

GUSTAVE W. LARSON "RETIRED"
STEVEN L. JONES

October 30, 1996

OF COUNSEL
CESAR A. SASTRE

Secretary of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

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-11/01/96--01094--01?
*****35.00 *****35.00

Re: Brothers Distributing Company, Inc.
Document No. P95000031854

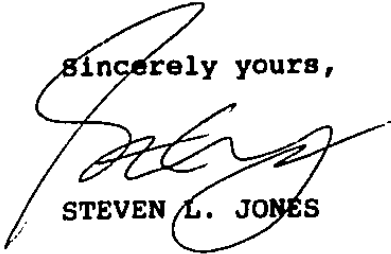
RECEIVED
56 NOV - 1 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs:

Please accept for filing the enclosed Affidavit of Resignation of Officer and/or Director for the above entity; the applicable filing fee is also enclosed.

Thank you for your attention to this matter.

Sincerely yours,



STEVEN L. JONES

SLJ:rhb
Enclosure.

o/d
Dues
OK
11/7

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

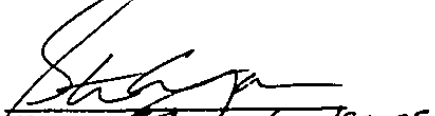
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96 NOV -1 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared
FATIMA SHATAT, who is personally known or who produced _____ as
identification, and upon being first duly sworn, deposes and says:

1. That Affiant states that, to the best of her knowledge, information and belief, and under penalties of perjury, the following information or fact(s) is true and correct.
2. That Affiant hereby resigns as President, Treasurer and Director of BROTHERS DISTRIBUTING COMPANY, INC., a Florida corporation.
3. That the Corporation has notified in writing of the resignation, said resignation being effective on or before July 1st, 1996.


FATIMA SHATAT

SWORN TO AND SUBSCRIBED before me, this 25 day of October, 1996.


Name: Steven L. Jones
Notary Public
State of Florida

My Commission Expires:

