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

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: A & D DISTRIBUTORS, INC.
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TALLAHASSEE, FLORIDA

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HR-26-1995 13110 FROM EMPIRE

TO DIU CORP ELT F1 P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Moriham
Secretary of State

April 25, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: A & D DISTRIBUTORS, INC.
REF: W95000008754

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

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

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

D & A DISTRIBUTORS, INC

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

D & A DISTRIBUTORS, INC

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

881 NW 107th AVENUE, SUITE 105
MIAMI, FLORIDA 33122

ARTICLE III - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE V - SHARES

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

H. Palacios (1)
400 S.W 107 Ave. # 300
Miami, FL 33174
(305) 220-2113

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ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered Agent of this corporation is:

- a) Registered Agent ; **RENE PASOS**
- b) Street address : **581 NW 107th AVENUE, STE 105
MIAMI, FL 33172**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial Directors of this corporation are:

President: **RENE A. PASOS - 581 NW 107 AVE, # 105, MIAMI, FL 33172**

Secretary: **JOSE D. JARQUIN - 13330 NW 5TH TERR, MIAMI, FL 33172**

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

RENE PASOS - 581 NW 107th AVE, #105, MIAMI, FL 33172

ARTICLE IX - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices terms and conditions that shall be negotiated by the interested stockholders. No stockholder of this corporation shall sell any stock of this corporation without first submitting the stock certificates along with a written offer to sell said stock during which time the corporation shall have the right to purchase said stock at a price equal to the written offer for a period of ninety days. The preemptive right of any holder is determined by the ratio to the

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authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

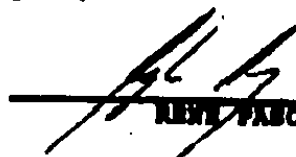
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of April, 1995.


RENE PASOS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the Above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325. Florida Statutes.

Dated this 20th days of April, 1995.


RENE PASOS

(3)

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