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JORGE R. ORTA

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OF COUNSEL

JORGE R. ORTA
NORTH GABLES EXECUTIVE CENTER
1000 PONCE DE LEON BOULEVARD
SUITE 303
CORAL GABLES, FLORIDA 33134

RECORDED
MAY 15 1995
TALLAHASSEE, FLORIDA

AREA CODE (305) 444-3031
FAX (305) 444-3076

May 10, 1995

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

Re: SOUTH BEACH DISTRIBUTORS, INC. 467572
-05/15/95--01078--002
*****78.75 *****78.75

To whom it may concern:

Enclosed find this office's check No: 202 for \$78.75
for the incorporation of SOUTH BEACH DISTRIBUTORS, INC.

Please send Certificate of Good Standing and
letter of incorporation to the undersigned.

Thank-you.

JORGE R. ORTA

JRO/ecsm

5/16/95

(JL)

SOUTH BEACH DISTRIBUTORS, INC.

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is South Beach Distributors, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office of this corporation is 1000 Ponce de Leon Blvd., Suite 305, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at that address is Jorge R. Orta.

RECEIVED
MAY 15 1961
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One Director (s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the FV Laws. The name (s) and address (es) of the initial Board of Directors of this Corporation is/are

NAME	ADDRESS
Jose Grimalt	40 S. Hibiscus Miami Beach, FL 33139

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
JORGE R. ORTA	1000 Ponce de Leon Blvd., Suite 305 Coral Gables, Florida 33134

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of May, 1995.

CERTIFICATE OF DESIGNATING REGISTERED AGENT PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY DESERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that South Beach Distributors, Inc. qualify under the laws of the State of Florida, with its principal place of business at 1000 Ponce de Leon Blvd., Suite 305, Coral Gables, Florida 33134 has named Jorge R. Orta to accept service of process within Florida.

Dated: 11/14-9-1995


INCORPORATOR

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


REGISTERED AGENT