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

FILED
95 JUN 16 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re ALL SAN DISTRIBUTORS
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$125.00

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation

Very truly yours,

NOAM MENAKEM
(individual's name)

200001515522
-06/16/95--01075--002
****125.00 ****125.00

ALL SAN DISTRIBUTORS, INC.
(name of corporation)

EFFECTIVE DATE
10-13-95

MAILING ADDRESS OF CORPORATION

16215 NE 18TH ST		
STE 314		
N. MIAMI BEACH, FL 33162		
PHONE		
(305)	944-8390	
Area Code	Number	Ext.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLSAN DISTRIBUTORS INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ALLSAN DISTRIBUTORS INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue five hundred shares of \$1. par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes

EFFECTIVE DATE
10-12-95

shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these articles. In the event that these articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these article are filed with the Department of State. This corporation shall have perpetual existence.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorate share thereof (as neatly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 16215 NE 18TH CT. STE 314, N MIAMI BEACH, FL 33162 and the name of the initial registered agent of the corporation is NOAM MENAKHEM whose address is 16215 NE 18TH CT. STE 314, N MIAMI BEACH, FL 33162.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is NOAM MENAKHEM, 16215 NE 18TH CT. STE 314, N MIAMI BEACH, FL 33162.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is: NOAM MENAKHEM, 16215 NE 18TH CT. STE 314, N MIAMI BEACH, FL 33162.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

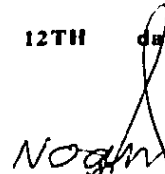
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any

director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12TH day of JUNE, 1995.



SUBSCRIBER NOAM MENAKHEM

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida Statutes, The following is submitted, in compliance with said act:

First--that ALLSAN DISTRIBUTORS INC. desiring to organized under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 16215 NE 18TH CT. STE 314, CITY OF N MIAMI BEACH, County of DADE, State of FLORIDA has named NOAM MENAKHEM located at 16215 NE 18TH CT. STE 314, City of N MIAMI BEACH, County of DADE, State of FLORIDA, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY NOAM MENAKHEM

(Resident Agent)

NOAM MENAKHEM