

Eric J. Kaplan, Esq.

EJK/mh
enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 2, 1995

ERIC J. KAPLAN, ESQ.
1110 BRICKELL AVE.
7TH FLOOR
MIAMI, FL 33131

SUBJECT: FAL DISTRIBUTORS, INC.
Ref. Number: V/95000015511

We have received your document for FAL DISTRIBUTORS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 795A00036357

EFFECTIVE DATE

AUG 4 1995

ARTICLES OF INCORPORATION
OF
FAL Distributors, Inc.

FILED
95 AUG -7 AM 9:00
CLERK OF DISTRICT COURT
MAY 10 1995

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is FAL Distributors, Inc.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 1110 Brickell Avenue, Seventh Floor, Miami, Florida 33131 and the initial registered agent of the corporation at that address is Eric J. Kaplan.

ARTICLE V

The mailing address of the Corporation is located at: 1110 Brickell Avenue, Seventh Floor, Miami Florida 33127.

ARTICLE VI

The name and street address of the member(s) of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

Name

Ellen Tanner

Address

420 South Dixie Highway
Suite 4D
Coral Gables, Florida,

Eric J. Kaplan

1110 Brickell Avenue
Seventh Floor
Miami, Fla. 33131

ARTICLE VII

The name and street address of each incorporator signing these articles is:

Name

Address

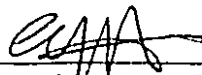
Eric J. Kaplan

1110 Brickell Avenue
Seventh Floor
Miami, Florida 33131

ARTICLE VIII

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

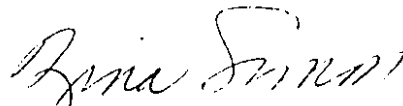
EXECUTED at Miami, Florida this 4 day of August 1995.



Eric J. Kaplan, Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

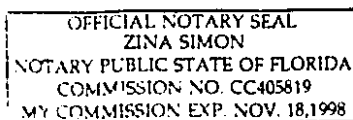
The foregoing instrument was acknowledged before me this 4 day of August 1992 by Eric J. Kaplan who is personally known to me or who has produced _____ as identification and who () did () did not take an oath.



Notary Public, STATE OF FLORIDA

Print Name: Zina Simon

My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

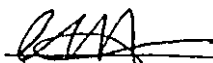
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

FAL Distributors, Inc., desiring to organize under the laws of the State of Florida, hereby designates Eric J. Kaplan its registered agent, 1110 Brickell Avenue, Seventh Floor, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.


Eric J. Kaplan
(Registered Agent)

FILED
95 AUG -7 AM 9:52
CLERK OF DISTRICT COURT
MIAMI, FLORIDA