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(((H95000009658))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FAHMY & CO.
DEPARTMENT OF STATE 2213 E. ATLANTIC BLVD.
STATE OF FLORIDA
409 EAST GAINES STREET POMPANO BEACH FL 33062-0000
TALLAHASSEE, FL 32399 CONTACT: HANY FAHMY
FAX: (904) 922-4000 PHONE: (305) 785-3855
FAX: (305) 785-2564
(((H95000009658))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: USA DISTRIBUTORS INCORPORATED
FAX AUDIT NUMBER: H95000009658 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
USA DISTRIBUTORS INCORPORATED

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND FILES THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

USA DISTRIBUTORS INCORPORATED

ARTICLE II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE: 2213 E ATLANTIC BLVD
POMPANO BEACH, FL 33062

ARTICLE III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING WITH THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS CORPORATION SHALL BE: IMPORT/EXPORT AND FURTHER:

- (1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES, OCCUPATIONS AND PROFESSIONS.
- (2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTEDNESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS AS MAY BE REQUIRED.
- (3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORATION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.
- (4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND AGREEMENTS OF EVERY KIND AND FOR EVERY LAWFUL PURPOSE WITHOUT LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR

HANY FAHMY CPA, P.A.
2213 E. ATLANTIC BLVD.
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CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.

(5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESS, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

(6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OF THE BUSINESS OR ACTS ABOVE NAMED.

(7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY FLORIDA STATUTES 1975, SECTION 607.011.

ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS: 100 SHARES AT ONE DOLLAR (\$1.00) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

ARTICLE VI

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 PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME OF THE INITIAL DIRECTOR IS: ELIZABETH COSSA LEVY

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ARTICLE VIII

THE NAMES OF THE OFFICERS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL THEIR SUCCESSORS ARE CHOSEN ARE:

NAME	OFFICE HELD
ELIZABETH COSSA LEVY	PRESIDENT
MARLENE HARRISON	VICE-PRESIDENT

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTRATION OFFICE OF THIS CORPORATION IS: 2213 E ATLANTIC BLVD
POMPANO BEACH FL 33062

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: ELIZABETH COSSA LEVY

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT

Elizabeth Cosca Levy
ELIZABETH COSSA LEVY

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS: ELIZABETH COSSA LEVY
2213 E ATLANTIC BLVD
POMPANO BEACH FL 33062

Elizabeth Cosca Levy
ELIZABETH COSSA LEVY

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(((H96000009772))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: USA DISTRIBUTORS INCORPORATED
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06/10/96
Tallahassee

03:11:11 PM

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07/15/1996

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Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF BROWARD

I, ELIZABETH C. LEVY after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, ELIZABETH C. LEVY hereby resign as PRESIDENT of
(Title)
USA DISTRIBUTORS INCORPORATED a Florida corporation;
(Name of Corporation)

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

Elizabeth C. Levy
Signature of resigning officer/director

Sworn to and subscribed before me this 18TH day of JANUARY 1996



OFFICIAL SEAL
ALAN D. STUPARITZ
My Commission Expires
Feb. 9, 1997
Comm. No. CC 258427

Alan D. Stuparitz
NOTARY PUBLIC

My Commission Expires: _____

FILING FEE IS \$35.00

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