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January 19, 1996

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

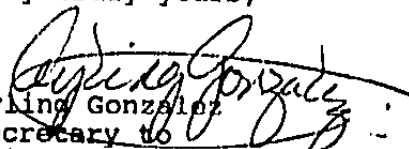
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****122.50 ****122.50

Re: Articles of Incorporation of
BEST PRODUCTS DISTRIBUTORS OF THE KEYS, INC.

Gentlemen:

Enclosed please find check in the amount of \$122.50 made payable to the Secretary of State for the filing of the above corporation. I have attached an original and one copy of the articles for processing. Thank you.

Very truly yours,


Ayling Gonzalez
Secretary to
Luis J. Rivero

LJR:amg
CORP3.LTR

Encls.

AL JAN 29 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 25 AM 8:42

06 JUN 25 AM 0:42

**ARTICLES OF INCORPORATION OF
BEST PRODUCTS DISTRIBUTORS OF THE KEYS, INC.**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be BEST PRODUCTS DISTRIBUTORS OF THE KEYS, INC.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par values.

IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be located at:

87445 OVERSEAS HIGHWAY
ISLAMORADA, FLORIDA 33036

VII

The Board of Directors of this corporation shall consist of not less than two (2) and not more than three (3) members.

VIII

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

EDUARDO GONZALEZ
1270 S.W. 10TH STREET
MIAMI, FLORIDA 33135

ERMA LEON
4460 S.W. 3RD STREET
MIAMI, FLORIDA 33134

IX

The registered agent and the registered office for this corporation is:

EDUARDO GONZALEZ
1270 S.W. 10TH STREET
MIAMI, FLORIDA 33135

X

The name of the subscriber to these Articles of Incorporation, are EDUARDO GONZALEZ and ERMA LEON. The total aggregate amount of shares each agrees to take shall be the sum of 250 at \$1.00 par value for a total amount of \$500.00. The address shall be:

87445 OVERSEAS HIGHWAY
ISLAMORADA, FLORIDA 33036

XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

EDUARDO GONZALEZ - President
ERMA LEON - Secretary and Treasurer

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided

elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of two directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: President, Vice-President, Secretary and Treasurer and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

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11-25 PM 8:42


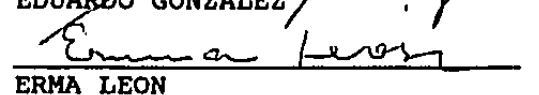
XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


EDUARDO GONZALEZ

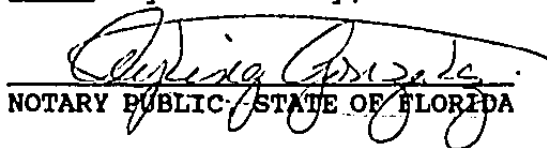
IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.


EDUARDO GONZALEZ

ERMA LEON

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority did personally appeared the persons known by me to be, EDUARDO GONZALEZ, who produced his drivers license as identification and ERMA LEON, who produced her drivers license as identification, who after being duly sworn, acknowledged the foregoing to be their act and deed.

WITNESS my hand and seal this 18 day of January, 1996.


NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires:
BESTPROD.CO1



AYLING GONZALEZ
COMMISSION # CC 303114
EXPIRES JUL 28, 1997
Atlantic Bonding Co., Inc.
800-732-2245