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FLORIDA DIVISION OF CORPORATIONS

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OR P.A.

NAME: PROLIMAC DISTRIBUTION INC.

FAX AUDIT NUMBER: H96000001450

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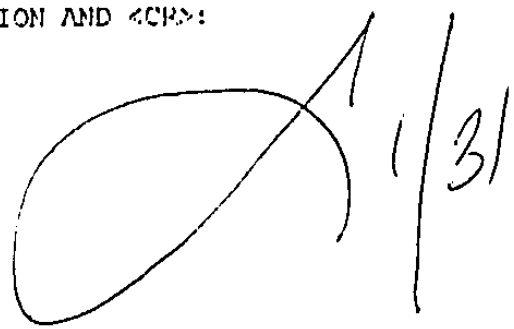
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**ARTICLES OF INCORPORATION  
OF  
PROLIMAG DISTRIBUTION INC.**

The undersigned Incorporator hereby executes these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation is: PROLIMAG DISTRIBUTION INC.

**ARTICLE II. NATURE OF BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

**ARTICLE IV. TERMS OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V. ADDRESS**

The initial principal office of this Corporation in the State of Florida is:  
5061 SW.25TH.COURT  
PEMBROKE PARK FL. 33023

**ARTICLE VI. REGISTERED AGENT**

The initial Registered Agent is: RICHARD CAYER  
5061 SW. 25TH.COURT  
PEMBROKE PARK FL. 33023

Which is also known as the registered office.

RICHARD CAYER  
499 E. Sheridan st.# 310  
Dania Fl.33004 TEL.305-925-0435

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### ARTICLE VII. DIRECTORS

The Corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholder, but shall never be less than one. The name and address of the initial director is:

RICHARD CAYER  
5061 SW. 25TH. COURT  
PEMBROKE PARK FL. 33023

### ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

### ARTICLE IX. 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 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 X. INCORPORATORS

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

RICHARD CAYER  
5061 SW. 25TH. COURT  
PEMBROKE PARK FL. 33023

### ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 30TH day of JANUARY, 1996

*Richard Cayer*  
Incorporator

STATE OF FLORIDA )

:SS

RICHARD CAYER

COUNTY OF BROWARD )

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared: **RICHARD CAYER** known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 30TH day of JANUARY, 1996

*Dennis Gaither*  
Notary Public, State of Florida at large.

My Commission Expires:

**DENNIS GAUTHER**  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXP. JUNE 24 1997  
NO. CG 297278  
BONDED THRU GENERAL INS. UND.

I, **RICHARD CAYER**, by execution hereof, accept the designation as Registered Agent of this Corporation

*Richard Cayer*  
RICHARD CAYER

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