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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: VICTER DISTRIBUTION, INC.
FAX AUDIT NUMBER: H96000001683 CURRENT STATUS: REQUESTED
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Articles of Incorporation
of
VICTER Distribution, Inc.

Article I. Name

The name of this Florida corporation is:
VICTER Distribution, Inc.

Article II. Address

The mailing address of the Corporation is:
VICTER Distribution, Inc.
2301 Alhambra Circle
Coral Gables FL 33134

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Teresita Otero
2301 Alhambra Circle
Coral Gables FL 33134

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134
305-447-4676 • Fax 305-461-9881

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Teresita Otero
Victoria Miro

Article VI. Incorporator

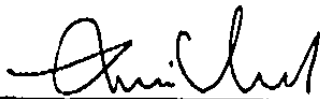
The name and address of the incorporator is:

Anibal J. Duarte-Viera
Duarte-Viera & Rodriguez, P.A.
3211 Ponce De Leon Blvd., Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective February 5, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on February 5, 1996



Anibal J. Duarte-Viera
by Luis A. Uriarte as attorney-in-fact

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Anibal J. Duarte-Viera FL Bar Member 910392
Duarte-Viera & Rodriguez, P.A.
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
VICTER Distribution, Inc.

REGISTERED AGENT:
Teresita Otero
2301 Alhambra Circle
Coral Gables FL 33134

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Teresita Otero
by Luis A. Uriarte as attorney-in-fact

Date: February 5, 1996

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