

2/14/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.  
DEPARTMENT OF STATE 8405 NW 53RD ST  
STATE OF FLORIDA SUITE C-100  
409 EAST GAINES STREET MIAMI FL 33166-  
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ  
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((H96000002184))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: INTERNATIONAL DISTRIBUTORS GROUP INC.  
FAX AUDIT NUMBER: H96000002184 CURRENT STATUS: REQUESTED  
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\*\* ENTER 'M' FOR MENU. \*\*

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DIVISION OF CORPORATIONS

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2/15



corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock, each share having the par value of ten dollars (\$10.00).

#### ARTICLE FIVE

##### PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE SIX

##### REGISTERED OFFICE

The street address of the initial registered office and registered agent of the corporation is Cesar A. Rivera, 8410 NW 53 Terrace, Suite 104, Miami, FL, 33166.

#### ARTICLE SEVEN

##### DIRECTOR & OFFICERS

The corporation shall have one director initially, whose name and street address is as follows:

Name	Address
Cesar A. Rivera,	President and Director 1170 Sorrento Drive Fort Lauderdale, FL 33326
Eduardo J. Castaneda,	Secretary & Treasurer 8410 NW 53 Terrace, Ste. 104 Miami, FL 33166

ARTICLE EIGHT  
INCORPORATORS

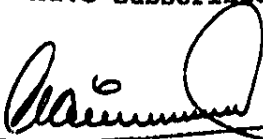
The name and address of the incorporator is:

Name	Address
Cesar A. Rivera	1170 Sorrento Drive Fort Lauderdale, FL 33326

ARTICLE NINE  
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of filing.

IN WITNESS WHEREOF, I have subscribed my name this 14th of February 1996.

  
Cesar A. Rivera, Incorporator

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

On this 14th day of February 1996, before me personally appeared Cesar A. Rivera, known to me to be the person whose name is subscribed to this instrument, and acknowledged that he executed the same for the purposes their contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: International Distributors Group, Inc.
2. The name and address of the registered agent and office is: Cesar A. Rivera, 8410 NW 53 Terrace, Suite 104, Miami, FL 33166.

SIGNATURE \_\_\_\_\_

(CORPORATE OFFICER)

TITLE : President

DATE: February 14, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES

SIGNATURE \_\_\_\_\_

DATE: February 14, 1996

REGISTERED AGENT FILING FEE: