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Division of Corporation

Please fill the Enclosed Corporation
and FEDEX IT BACK TO US -
Southdale Wholesale Inc.
13112 SW 128 ST MIAMI FL
33186

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ARTICLES OF INCORPORATION
OF

HISPANIC AMERICAN DISTRIBUTOR'S, INC.

We, the undersigned subscribers to these articles of Incorporation, each a natural person competent to contract, hereby associate together to form a corporation under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be: HISPANIC AMERICAN DISTRIBUTOR'S, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be the Retail Sale of General Merchandise, any other activities of business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$1.00 par value per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than five hundred dollars (\$500.00)

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 13572 S.W 129 STREET MIAMI FLA 33186. The Board of Director may from time-to-time, move the principal office to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

ARTICLE VIII
BOARD OF DIRECTORS

The name and street address of the members of the first board of directors are:

NAME	TITLE	ADDRESS
RENE ESCOTO	PRESIDENT	13572 S.W. 129 STREET MIAMI, FL. 33186

ARTICLE IX
SUBSCRIBERS

NAME	ADDRESS	SHARES	CONSIDERATION
RENE ESCOTO	13572 S.W. 129 STREET MIAMI FL 33186	1000	\$ 1000.00

ARTICLE X
REGISTERED AGENT

The address of the Registered Office of this corporation shall be: 13572 S.W. 129 ST MIAMI FLA. 33186 and the Registered agent shall be:
RENE ESCOTO

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place design in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


By RENE ESCOTO

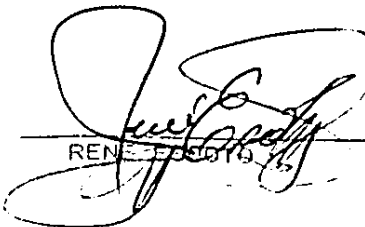
ARTICLE XI
AMENDMENT

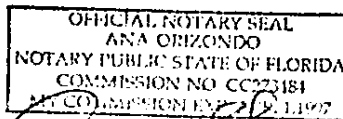
These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stock entitled to vote them on, unless all the directors and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

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements personally appeared:

WITNESS my hand and official seal in the County and State named above this 20 day of March, 1996


RENEE SCOTT




Notary Public, State at Large
My Commission Expires.