

4/22/96 4:45 PM
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-0200
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DISTRIBUTION & TRADE SERVICES, INC.
FAX AUDIT NUMBER: H96000005631
DATE REQUESTED: 04/22/1996
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TALLAHASSEE, FLORIDA

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4/28

21 APR 1996

**ARTICLES OF INCORPORATION
OF
DISTRIBUTION & TRADE SERVICES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation is

DISTRIBUTION & TRADE SERVICES, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

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

ARTICLE IV. ADDRESS

The initial street address of the principal office of this corporation is to be at 720 CORAL WAY, APT. B12, CORAL GABLES, FL 33134.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE V - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That DISTRIBUTION & TRADE SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, has named ANA MARIA ROJAS located at 9500 SOUTH DADELAND BLVD. SUITE 705, MIAMI, FLORIDA 33156 as its agent to accept service of process within this State.

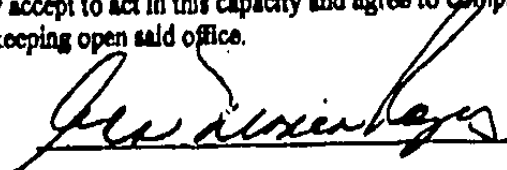
Prepared by: Ana Rojas
9500 S. Dadeland Blvd Ste. #705
Miami, Fl 33156
(305) 670-9270

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Registered Agent - /INA MARIA ROJAS

**ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually.

ARTICLE VII. 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 rated share thereof at the price at which it is offered to others.

ARTICLE VIII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX. DIRECTORS

This corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial members of the Board of Directors are:

THOMAS TAUNTON
Director

720 CORAL WAY, APT. B12
CORAL GABLES, FLORIDA 33134

WILLIAM TAUNTON
Director

720 CORAL WAY, APT B12
CORAL GABLES, FLORIDA 33156

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ARTICLE X OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

THOMAS TAUNTON
President

720 CORAL WAY, APT B12
MIAMI, FLORIDA 33134

WILLIAM TAUNTON
Secretary / Treasurer

720 CORAL WAY, APT B12
MIAMI, FLORIDA 33134

ARTICLE XI INCORPORATOR

The name and street address of the incorporator to Articles of Incorporation are:

ANA MARIA ROJAS

9500 SOUTH DADELAND BLVD, STE 705
MIAMI, FLORIDA 33156

ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective on April 18, 1996.

Date of execution and acknowledgment.

ARTICLE XIII 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 stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of of
the State of Florida.

18th day of April, 1996.


ANA MARIA ROJAS

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TALLAHASSEE, FLORIDA

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