

**P960000393/4**  
LAW OFFICES  
**ROMANIK LAVIN HUSS & PAOLI**  
1901 HARRISON STREET  
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS  
RICHARD A. IVERS\*  
ANITA PAOLI KOTLER  
ANDREW T. LAVIN  
SAMUEL A. LEWIS  
AUGUST C. PAOLI  
DAVID B. ROMANIK  
\* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:  
POST OFFICE BOX 1040  
HOLLYWOOD, FLORIDA 33088  
TELEPHONE (954) 922-4766  
TELEFAX (954) 925-2886  
EMAIL ROMANIK-LAVIN@INETLAW.COM

**FEDERAL EXPRESS**

May 1, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

**EFFECTIVE DATE**  
4-30-96

400001805684  
-05/02/96--01093--012  
\*\*\*122.50 \*\*\*122.50

Re: UNIVERSAL DISTRIBUTORS INC.

Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 made payable to the Secretary of State. The check represents:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy of Articles
\$122.50	TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned in the Federal Express return mailer.

Sincerely yours,

  
Samuel A. Lewis

SAL/lh  
Enclosures

FILED  
96 MAY - 2 PM 4: 14  
TALLAHASSEE, FLORIDA

D. BROWN MAY - 7, 1996

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL DISTRIBUTORS INC.

EFFECTIVE DATE  
4-30-96

FILED  
MAY 2 11 46 14  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **UNIVERSAL DISTRIBUTORS INC.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - TERM

This corporation shall commence its existence on April 30, 1996 and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - 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 prices at which it is offered to others.

ARTICLE VII - PRINCIPAL OFFICE; INITIAL  
REGISTERED OFFICE AND AGENT; MAILING ADDRESS

The street address of the principal office and the initial registered office of this corporation is 20505 E. Country Club Drive, Apt. 1739, Aventura, Florida 33180, and the initial registered agent of this corporation is Stephen Spiegel. The mailing address for this corporation is 20801 Biscayne Boulevard, Suite 400, Aventura, Florida 33180.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than three (3) directors. The name and address of the initial directors of this corporation is:

Stephen Spiegel	20505 E. Country Club Drive, Apt. 1739 Aventura, Florida 33180
Harriet Spiegel	821 Golden Avenue, Apt. 801 Cincinnati, Ohio 45226

The initial officers of this corporation will be:

President	-	Stephen Spiegel
Secretary	-	Harriet Spiegel

Officers shall be elected from time to time in the manner set forth in the By-Laws of this corporation.

#### ARTICLE IX - INCORPORATOR

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

Stephon Spiegel      20505 E. Country Club Drive, Apt. 1739  
Aventura, Florida 33180

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

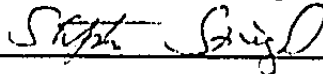
#### ARTICLE XI - POSSIBLE CONFLICTS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation, or not so interested.

ARTICLE XII - CORPORATE DEBTS

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of April, 1996.

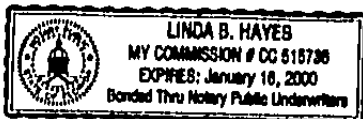


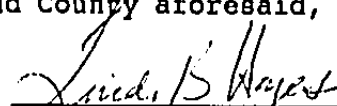
STEPHEN SPIEGEL, Subscriber

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared **STEPHEN SPIEGEL**, who is known to me or who produced a Florida driver's license as identification, and who did take an oath, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of April, 1996.



  
NOTARY PUBLIC  
Name: LINDA B. HAYES  
Commission No.:  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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

First--That UNIVERSAL DISTRIBUTORS INC. desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the articles of incorporation at 20801 Biscayne  
Boulevard, Suite 400, City of Aventura 33180, State of Florida, has  
named Stephen Spiegel, located at 20505 E. C.C. Drive, Apt. 1739,  
City of Aventura 33180, State of Florida, as its agent to accept  
service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

By: Stephen Spiegel  
STEPHEN SPIEGEL, Resident Agent

FILED  
96 MAY -2 PM 4:14  
TALLAHASSEE, FLORIDA