

P96000005/394

May 7, 1996

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700001846577
-05/31/96--01097--020
****122.50 ****122.50

Re: Kari Oca, Inc.

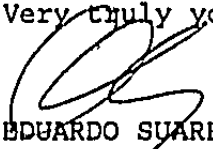
Gentlemen:

Please find enclosed Articles of Incorporation regarding the above captioned corporation.

Kindly file said corporation and forward back in the self addressed stamped envelope. I have also enclosed a check in the amount of \$122.50 for the filing fee.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


EDUARDO SUAREZ
3644 N.W. 13 Street
Miami, Florida 33126
Tel: (305) 642-7774

FILED
96 JUN 17 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

496-1978
DJS
6-17-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1996

EDUARDO SUAREZ
3644 N.W. 13 STREET
MIAMI, FL 33126

SUBJECT: KARI OCA, INC.
Ref. Number: W96000011978

We have received your document for KARI OCA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 696A00028283

EDUARDO SUAREZ
3644 NW 13 STREET
MIAMI, FL. 33126
TEL : 305-642-7774

June 12, 1996

Attn: Dana Farmer, Document Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

RE: Subject : New Corporation
REF No. : W96000011978

Dear Ms. Farmer:

As per your request, please find enclosed, once again, Articles of Incorporation in reference to the above mentioned matter.

Kindly file same, and forward proper information in regards to this matter.

Very truly yours,



EDUARDO SUAREZ

ARTICLES OF INCORPORATION
OF
KARIOCO DISTRIBUTORS, INC.

FILED
96 JUN 17 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of the corporation shall be:

KARIOCO DISTRIBUTORS, INC.

Its business shall be carried out in Miami, Florida and that such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors. Its principal place of business shall be 3644 N.W. 13 Street, Miami, Florida 33126.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I

Any activity or business permitted under the law of the State of Florida and of the United States of America.

SECTION II

Import and export of electronics.

SECTION III

In the purchase or acquisition of property, business rights or

franchise, or for additional working capital or for any other object in or about its business affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

This corporation shall have all the general powers, but no recitations, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stocks this corporation is authorized to have outstanding at any time shall be 100 shares at \$1.00 par value.

ARTICLE IV

This corporation shall begin business with a capital of not less than: One Hundred Dollars (\$100.00)

ARTICLE V

This corporation shall exist perpetually and is filed as a Sub-Chapter S Corporation.

ARTICLE VI

The principal place of business of this corporation shall be located in Miami, Florida and it may have such other places of

business, both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VII

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors of not less than 1 director(s), the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE IX

The name and post office address of the first board of Directors of this corporation, who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified are:

EDUARDO SUAREZ
3644 N.W. 13 Street
Miami, Florida 33126

BELKIS SUAREZ
501 East 18 Street
Hialeah, Florida 33010

The offices to be held by the above named director is as follows:

EDUARDO SUAREZ, President

BELKIS SUAREZ, Vice President & Scty/Treasurer

ARTICLE X

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

EDUARDO SUAREZ	50 Shares
3644 N.W. 13 Street	
Miami, Florida 33126	

BELKIS SUAREZ
501 East 18 Street
Hialeah, Florida 33010

50 Shares

ARTICLE XI

The street address of the initial registered office of this corporation is 3644 N.W. 13 Street, Miami, Florida 33126.

ARTICLE XII

The provisions of this Charter, and each and every article and section hereof, and by-laws of this corporation shall be considered a part of every contract, and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 12th day of June, 1996.

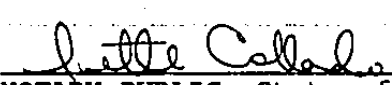

EDUARDO SUAREZ


BELKIS SUAREZ

STATE OF FLORIDA >
>SS
COUNTY OF DADE >

Personally appeared before me, the undersigned authority, EDUARDO SUAREZ and BELKIS SUAREZ to me well known to be the person described in the foregoing Articles of Incorporation and they acknowledged before me that they executed the same and subscribed to the same for the purpose herein expressed.

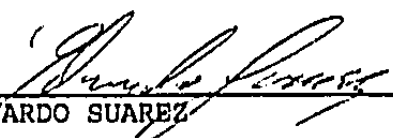
The foregoing Articles of Incorporation were acknowledged before me this 12 day of June, 1996, by EDUARDO SUAREZ and BELKIS SUAREZ, who are personally known to me or who have produced Florida Driver's License as identification and who did take an oath.


NOTARY PUBLIC, State of Florida

OFFICIAL NOTARY SEAL
IVETTE COLLADO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC243731
MY COMMISSION EXP. DEC. 1, 1996

ACCEPTANCE OF RESIDENT AGENT

The undersigned registered agent of KARIOCO DISTRIBUTORS, INC.
a Florida Corporation hereby states that he is familiar with and
accepts the duties and responsibilities as registered agent for the
aforementioned corporation.



EDUARDO SUAREZ

FILED
JUN 17 PM 12:12
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA