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MIAMI FL 33135

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SMITH-KING DISTRIBUTORS, INC.

FAX AUDIT NUMBER: H96000008595

CURRENT STATUS: REQUESTED

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
SMITH-KING DISTRIBUTORS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is **SMITH-KING DISTRIBUTORS, INC.**

2. **Duration.** The period of duration is perpetual.

3. **Purpose.** The purpose is to sell merchandise to wholesalers and retailers and to engage in any activities under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$.01 par value.

5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Stanley E. Johnson, Jr.
1444 Biscayne Boulevard, Suite 220
Miami, Florida 33132

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Casonia Y. Smith
2030 N.W. 119 Street, Unit 1223
Miami, Florida 33167

Document Prepared by:
STANLEY E. JOHNSON, JR., ESQ.
1444 Biscayne Boulevard
Suite 220
Miami, Florida 33132
Tel. (305) 372-2797
Florida Bar No. 472395

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Articles of Incorporation
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7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Casonia Y. Smith
2030 N.W. 119 Street, Unit 1223
Miami, Florida 33167

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Casonia Y. Smith
2030 N.W. 119 Street, Unit 1223
Miami, Florida 33167

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. 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 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 an 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 a director or officer of such other corporation, or not so interested.

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Articles of Incorporation
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of June, 1996.

Casonia Y. Smith
Casonia Y. Smith, Incorporator

Stanley E. Johnson, Jr.
Stanley E. Johnson, Jr., Registered Agent

STATE OF FLORIDA }

COUNTY OF DADE }

BEFORE ME, the undersigned authority personally appeared Casonia Y. Smith, to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced Florida Driver License, 390-17-00-00 as identification or is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of

June, 1996.

Angeline G. Butler
Notary Public
State of Florida

My Commission Expires:



ANGELINE G. BUTLER
My Commission 00081008
Expires Jan. 04, 1999

STATE OF FLORIDA }

COUNTY OF DADE }

BEFORE ME, the undersigned authority personally appeared Stanley E. Johnson, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and who has produced as identification or ✓ is personally known by me and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of June, 1996.

Angeline G. Butler
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



ANGELINE G. BUTLER
My Commission 00081008
Expires Jan. 04, 1999

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STATE OF FLORIDA)
COUNTY OF DADE)

The undersigned being the duly elected and acting Register Agent for SMITH-KING DISTRIBUTORS, INC. does on behalf of SMITH-KING DISTRIBUTORS, INC. certify that he is familiar with and accepts the duties and responsibilities as Register Agent for SMITH-KING DISTRIBUTORS, INC.

By: Stanley E. Johnson, Jr.
Name: Stanley E. Johnson, Jr.
Title: Register Agent.

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of June, 1996 by Stanley E. Johnson, Jr., who has produced _____ as identification for SMITH-KING DISTRIBUTORS, INC. or ✓ is personally known by me.



ANGELENE G. BUTLER
My Commission Expires Jan. 04, 2000

Angelene G. Butler
Name: _____
Notary Public.

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STATE OF FLORIDA }
COUNTY OF DADE }

The undersigned being the duly elected and acting Director/President for SMITH-KING DISTRIBUTORS, INC. does on behalf of SMITH-KING DISTRIBUTORS, INC. certify that she is familiar with and accepts the duties and responsibilities of Director/President for SMITH-KING DISTRIBUTORS, INC.

By: Casonia Y. Smith
NAME: Casonia Y. Smith
TITLE: Director/President

STATE OF FLORIDA }
COUNTY OF DADE }

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The foregoing instrument was acknowledged before me this 19 day of June, 1996 by Casonia Y. Smith, who has produced Florida Driver License 990-119-624818 identification for SMITH-KING DISTRIBUTORS, INC. or _____ is personally known by me.



ANGELINE G. BUTLER
My Commission CODE 1600
Expires Jan. 04, 2000

Angeline G. Butler
Name: _____
Notary Public