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WILSON <sup>WS</sup> SUAREZ

ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAPITAL BANK BUILDING • MEZZANINE  
2151 LE JEUNE ROAD  
CORAL GABLES, FLORIDA 33134-4200

FILED  
96 AUG 12 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
TELEPHONE (905) 446-7300  
FACSIMILE (905) 446-7338

August 7, 1996

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

RE: Rosmar Distributors, Inc.

300001919853  
-08/13/96--01039--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation of Rosmar Distributors, Inc. Also enclosed is a check in the amount of \$122.50.

It is my desire to incorporate as soon as possible and your prompt attention to that effect would be greatly appreciated. If you have any questions, please do not hesitate to contact me.

Yours truly,

J. EVERETT WILSON

EJW/jgr

Enclosures

*M* AUG 15 1996

**ARTICLES OF INCORPORATION**

**OF**

**ROSMAR DISTRIBUTORS, INC.**

**ARTICLE I**

**NAME**

The name of the Corporation shall be **ROSMAR DISTRIBUTORS, INC.**

**ARTICLE II**

**PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

**STOCK**

This Corporation is authorized to issue 1000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS**

The street address of the initial Registered Office of this Corporation and of its principal office is 2151 LeJeune Road, Mezzanine, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this Corporation at that address is **J. EVERETT WILSON**. The mailing address is the same.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V**

**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director 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 address of the initial Director of this Corporation is:

<b>NAME</b>	<b>ADDRESS</b>
Rosa Llera	c/o J. Everett Wilson, Esq. Wilson & Suarez 2151 LeJeune Road, Mezzanine Coral Gables, FL 33134

**ARTICLE VI**

**INCORPORATOR**

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

J. Everett Wilson	c/o Wilson & Suarez 2151 LeJeune Road, Mezzanine Coral Gables, FL 33134
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**ARTICLE VII**

**INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE VIII**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 8th day of August, 1996.

