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FLORIDA DIVISION OF CORPORATIONS
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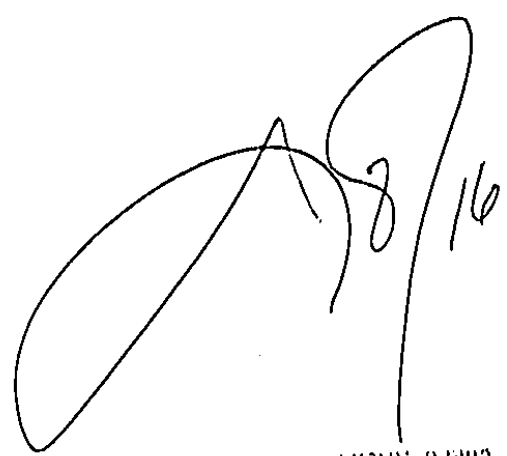
DEPARTMENT OF STATE
STATE OF FLORIDA
405 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
62 WHITE ST
NEW YORK NY 10013-
CONTACT: CATHY LEACH
PHONE: (212) 431-5000
FAX: (212) 431-1441

(((H96000011405))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: VICAM DISTRIBUTORS INC.
FAX AUDIT NUMBER: H96000011405
DATE REQUESTED: 08/15/1996
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NUMBER OF PAGES: 2
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FLORIDA DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
VICAM DISTRIBUTORS INC.**

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **VICAM DISTRIBUTORS INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 837 WALLACE, CORAL GABLES, FL 33134 and the name of its initial registered agent at such address is **VIVIAN KITTAY**.
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:

VIVIAN KITTAY, 837 WALLACE, CORAL GABLES, FL 33134

7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o BlumbergExcelsior Corporate Services, Inc., 62 White Street, 2nd Floor, New York, NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 08/15/96

BlumbergExcelsior
62 White Street
New York, NY 10013
H96000011405


ROBERT ARATINGI
Sole Incorporator

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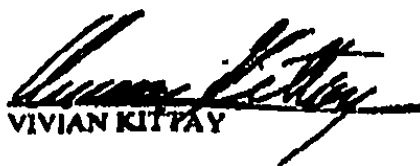
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of VICAM DISTRIBUTORS INC., the within named corporation.

Dated: *Aug 15, 1996*


VIVIAN KITTAY

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

BlumbergExcelsior
62 White Street
New York, NY 10013
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