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Please return documents to:

Eusebio Tarradell

Public Accountant
Accounting - Tax Services
Notary Public
Member of N.B.P.A., F.A.A.

WANTER DISTRIBUTORS, INC

4040 N.W. 104 Terrace
Miami, Florida 33055

Phone: (305) 620-7061
Fax: (305) 625-7005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #) 600001925776
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(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION

of

MANTER DISTRIBUTORS, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associates themself to form a Corporation under the Laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation, is: MANTER DISTRIBUTORS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on, are: WHOLESALE DISTRIBUTION AND EXPORTING GENERAL MERCHANDISE. 2nd, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And further, to borrow or raise money for any purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all of any of the property corporeal or incorporeal, rights of franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promisory notes or other obligations or negotiable instruments.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time, is: 50 Shares at \$ 10.00 par value.

ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$ 500.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida, is:

1332 NE 182 St
North Miami Beach
Fl., 33162

The Board of Directors may from time to time move the principal office at any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the State of Florida.

ARTICLE VII
DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the Laws adopted by the stockholders, but, shall never be less than two.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office addresses of the members of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation laws of the state of Florida, shall hold office for the First Year of the corporation's existence, or until their successors are elected and have qualified, are:

President:

MANUEL ENCALADA
1332 NE 182 St
North Miami Beach,
Fl., 33162

Secretary-Treasurer:

TERESITA ENCALADA
1332 NE 182 St
North Miami Beach
Fl., 33162

ARTICLE IX
SUBSCRIBERS

The name and post office addresses of each subscriber of these Articles of Incorporation, and the number of shares of stock each agree to take, are:

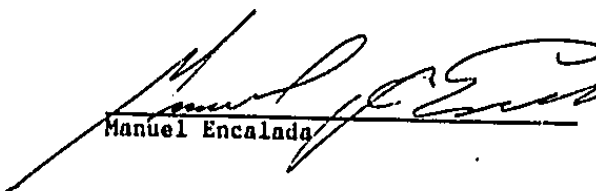
MANUEL ENCALADA.....50%.....25 Shares
1332 NE 182 St
North Miami Beach, Fl 33162

TERESITA ENCALADA.....50%.....25 Shares
1332 NE 182 St
North Miami Beach, Fl 33162

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every Amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholder's meeting by fifty one percent of the stock entitled to vote thereon.

We, the undersigned, being each and all of the original subscribers to the capital stock herein named above for the purpose of forming a corporation for profit to do business, both, within and without the State of Florida, do hereby make, acknowledge, and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take, the number of shares of stock herein above set forth as to each of us, and accordingly have hereunto set our hands and seals this fourteenth day of August of nine teen hundred ninety six.


Manuel Encalada


Teresita Encalada

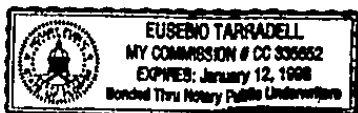
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STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY, that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgements, personally appeared: Mr. MANUEL ENCALADA and Mrs. TERESITA ENCALADA, to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me, that they subscribed to these Articles.

WITNESS my hand and official seal, in the County and state named above, this 15 of August of 1996


Notary Public



EUSEBIO F. TARRADELL
4840 N.W. 184 TERRACE
MIAMI, FLORIDA 33055

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES
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:

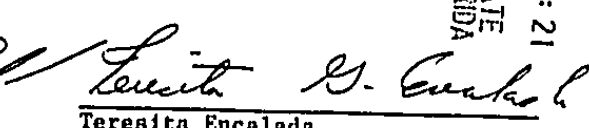
That MANTER DISTRIBUTORS, INC., desiring to organize a Corporation under the Laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of North Miami Beach, County of Dade, State of Florida, has named:

Mr. MANUEL ENCALADA
1332 NE 182 St.,
North Miami Beach,
Fl., 33162

as its agent to accept services of process within this state.

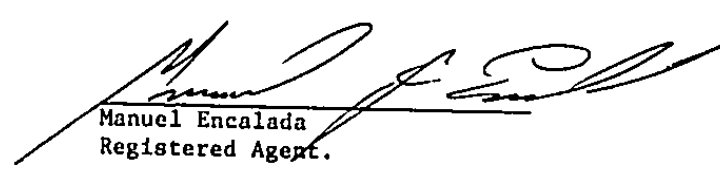
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Manuel Encalada


Teresita Encalada

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Having been named to accept services 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.


Manuel Encalada
Registered Agent.