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FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135- 302-
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COMPACT DISTRIBUTORS, INC.
FAX AUDIT NUMBER: H96000011678
DATE REQUESTED: 08/21/1995
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

46-18-94
8-18-95

**ARTICLES OF INCORPORATION
OF
COMPACT DISTRIBUTORS, INC.**

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96 AUG 21 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I. NAME

The name of the corporation is:

COMPACT DISTRIBUTORS, INC.

ARTICLE II. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of this State.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, each having a \$1 par value per share.

Prepared by: Frances Blissett, P.A.
7 N.W. 2 Street, Suite 208
Miami, FL 33128
(305) 375-6700
Bar #0044921

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ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be 6509 S.W. 26 Court, Miramar, Florida 33023, and the name of the initial registered agent of the corporation at the address is Jereta Bulgin, who hereby is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE VI. PRINCIPAL ADDRESS AND REGISTERED OFFICE ADDRESS

The corporation's principal office and registered agent's address are the same. They are both located at:

6509 S.W. 26 Court,
Suite 208
Miami, Florida 33023

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than two (2). The name and address of the directors of this corporation are:

Jereta Bulgin	President/Treasurer
6509 S.W. 26 Court	
Miramar, FL 33023	

Mavis Smith	Secretary
6509 S.W. 26 Court	
Miramar, FL 33023	

ARTICLE VIII. SUBSCRIBERS

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The name and address of the Incorporator signing these Articles of Incorporation is:
Jereta Bulgin, 6509 S.W. 26 Court, Miramar, Florida 33023.

ARTICLE IX. ALIENATION OF SHARES

No Shareholder of the Corporation may sell or transfer his shares to another without first offering them to the other shareholders of the Corporation, and he must offer them at the same price.

ARTICLE X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in the Board of Directors and Shareholders.

ARTICLE XI. DIRECTORS' COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Directors of the Corporation.

ARTICLE XII. 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.


INCORPORATOR

H96000011678

AUG-21-1996 13:20

EMPIRE CORPORATE KIT

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96 AUG 21 PM 2 37 P.17/18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


H96000011678

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JERETA BULGIN, ESQ., to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 21 day of August, 1996.


Notary Public

Printed Name of Notary

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

THE UNDERSIGNED hereby notifies that she has accepted the position and agrees to act as Registered Agent for COMPACT DISTRIBUTORS, INC..


JERETA BULGIN

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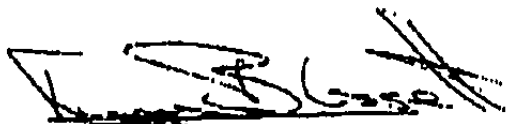
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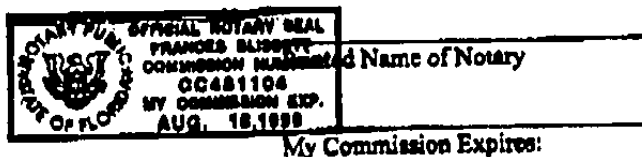
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JERETA BULGIN, to me well known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS, my hand and official seal in the county and State named above, this 21 day of August, 1996.


Notary Public



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FRANCES BLISSETT
ATTORNEY AT LAW

September 3, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: New Filing Section

Re: Compact Distributors, Inc.

Dear Sir/Madam:

In reference to my telephone conference with your office, kindly change the addresses of the Corporation and the following officers to reflect the following address:

Compact Distributors, Inc.
Jereta Bulgin
Mavis Smith

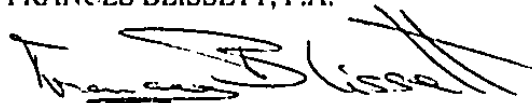
P96-69695

6509 S.W. 26 Court
Miramar, Florida 33023

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

Sincerely,

FRANCES BLISSETT, P.A.



By: Frances Blissett, Esq.
President

FJB/sco

7 S.W. 2ND STREET
SUITE 200
MIAMI, FL 33128
(405) 575-0700
FAX (405) 575-0700
PAGER (405) 566-0855

updated LR 9/9/96