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Barry L. Clayton
Attorney and Counselor At Law
1675 Palm Bunch Lakes Blvd., Seventh Floor
West Palm Beach, Florida 33401

96 AUG 28 AM 9:47
(407) 886-6330
Fax (407) 886-5615
TALLAHASSEE, FLORIDA

June 11, 1996

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

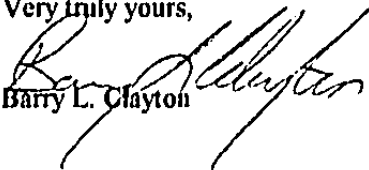
Re: A & C Distributors, Inc.
File No.: 155.001

700001864787
-06/18/96--01044--013
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is a check for the sum of One Hundred Twenty Two and 50/100 Dollars (\$122.50) in full payment of the filing fee (\$35.00), registered agent fee (\$35.00) and certified copy fee (\$52.50). Please return to me a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions with respect to the foregoing, please call me.

Very truly yours,

Barry L. Clayton

BLC/gbc
Enclosures
cc: Mr. Manuel Perez de la Mesa

WCTU-13145
PH
8/28/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1996

BARRY L. CLAYTON, ESQ.
1675 PALM BEACH LAKES BLVD, 7TH FL
WEST PALM BEACH, FL 33401

SUBJECT: A & C DISTRIBUTORS, INC.
Ref. Number: W96000013145

We have received your document for A & C DISTRIBUTORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00030695

BARRY L. CLAYTON
Attorney and Counselor At Law
1075 Palm Beach Lakes Blvd., Seventh Floor
West Palm Beach, Florida 33401

(407) 686-8339
Fax (407) 686-5015

August 26, 1996

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

Re: A & C Distributors, Inc.
File No.: 155.001

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation that I am resubmitting on behalf of the above referenced Corporation. Also enclosed is a copy of your previous letter to me. Please return to me a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions with respect to the foregoing, please call me.

Very truly yours,


Barry L. Clayton

BLC/gbc
Enclosures
cc: Mr. Manuel Perez de la Mesa


ARTICLES OF INCORPORATION
OF
A & C DISTRIBUTORS, INC.

FILED
55 AUG 28 AM 9:48

Pursuant to Section 007.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is A & C Distributors, Inc. (the "Corporation").
2. The principal office of the Corporation is 2665 S. Bayshore Drive, Coconut Grove, Florida 33133.
3. The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, par value \$1.00 per share.
5. The street address of the initial registered office of this Corporation is 1675 Palm Beach Lakes Blvd., 7th Floor, West Palm Beach, Florida 33401 and the name of the initial registered agent of this Corporation at that address is Barry L. Clayton.
6. The name and address of the person signing these Articles of Incorporation as incorporator is Manuel Perez de la Mesa.
7. The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial director is Manuel Perez de la Mesa.

Dated: May 28, 1996


MANUEL PEREZ de la MESA
Incorporator

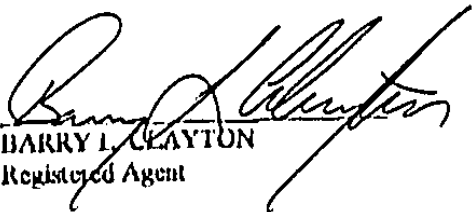
JUL 11 1996

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

96 AUG 28 AM 9:40

Having been named to accept service of process for A & C Distribution, Inc., a corporation organized under the laws of the State of Florida, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: May 28, 1996


BARRY L. CLAYTON
Registered Agent