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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GMS DISTRIBUTING GROUP, INC.

AUDIT NUMBER.....H96000012509

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

September 9, 1996

EMPIRE

SUBJECT: GMS DISTRIBUTING GROUP, INC.
REF: W96000018829

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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Dana Calloway
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Letter Number: 196A00041895

ARTICLES OF INCORPORATION
OF
GMS DISTRIBUTING GROUP, INC.

H96 000012509

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be: GMS DISTRIBUTING GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 100 N.W. 37th Avenue, Suite 500, Miami, Florida 33125.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and to be sued, complain, and defend in its corporate name in all actions or proceedings;

Prepared by:
JORGE E. ALONSO, ESQ. (Bar # 280682)
ALONSO & PRESTON, P.A.
100 N.W. 37th Avenue
Suite 500
Miami, Florida 33125

(305) 441-9900

LAW OFFICES ALONSO & PRESTON, P.A.
100 N.W. 37TH AVE., 5TH FLOOR, MIAMI, FLORIDA 33125 . TEL. (305) 642-7800 . FAX (305) 642-7800

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To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporations and define their duties and fix their compensation.

To make and later bylaws, not inconsistent with its articles of incorporation or with the laws of this states, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational, purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

JORGE E. ALONSO, 100 N.W. 37th Avenue, Suite 500
Miami, Florida 33125.

ARTICLE VII

The initial board of Directors shall consist of a total of One (1) person and the name and address of the person who is to serve as an initial director is:

JORGE E. ALONSO 100 N.W. 37th Avenue, Suite 500
Miami, Florida 33125.

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

JORGE E. ALONSO, 100 N.W. 37th Avenue, Suite 500
Miami, Florida 33125.

The undersigned has executed these Articles of Incorporation this
6 day of September, 1996.



JORGE E. ALONSO

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that GMS DISTRIBUTING GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named JORGE E. ALONSO located at 100 N.W. 37th Avenue, Suite 500, Miami, Florida, 33125, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

JORGE E. ALONSO, Registered Agent

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