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SUITE 510
MTAMI

FL 33145- US

CERTIFICATE(S) REQUESTED: NO
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TO: DIVISION OF CORPORATIONS

FAX R: (904)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

ACCTR: 076640001666

FAX R: (305)858-2513

NAME: SOUTH FLORIDA BUYERS' GROUP CORPORATION
AUDIT NUMBER.....H96000013746
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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TALLAHASSEE, FLORIDA

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000013746

ARTICLES OF INCORPORATION

SOUTH FLORIDA BUYERS' GROUP CORPORATION

Article I - Name

The name of this corporation is SOUTH FLORIDA BUYERS' GROUP CORPORATION.

Article II - Purpose

This corporation is organized to provide quality commodities to the public sector, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 3881 S.W. 125 Court, Miami, Florida 33175.

The name of the initial Registered Agent of this corporation is RAMON J. GRANJA of 3881 S.W. 125 Court, Miami, Florida 33175.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation is RAMON J. GRANJA, of 3881 S.W. 125 Court, Miami, Florida 33175, and NANCY M. GRANJA, who will also serve respectively as president, and secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H96000013746

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Article VII - Incorporator

The name and address of the person signing these Articles is
RAMON J. GRANJA, of 3881 S.W. 125 Court, Miami, Florida 33175.

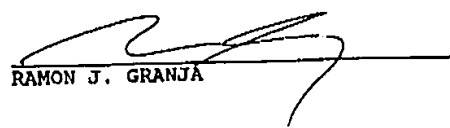
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the
date these articles are filed with the Secretary of State.

Article IX - By-Laws

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

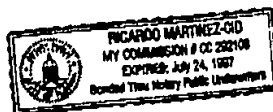
IN WITNESS WHEREOF, the undersigned incorporated has executed
these Articles of Incorporation, this October 1, 1996.

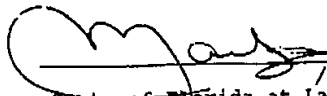

RAMON J. GRANJA

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared
RAMON J. GRANJA, known to me personally and known by me to be the
person who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed the same, and he did take
an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal at Miami, Dade County, Florida, this October 1, 1996.




_____/ Notary Public
State of Florida at Large

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1699 Coral Way, Suite 510, Miami, Florida 33145
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Oct-01-96 10:29A MARTINEZ-CIDMIAMIUSA

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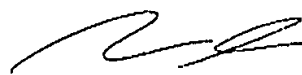
**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That SOUTH FLORIDA BUYERS' GROUP CORPORATION , desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named RAMON J. GRANJA, located at 3881 S.W. 125 Court, Miami, Florida 33175, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of
SOUTH FLORIDA BUYERS' GROUP CORPORATION
to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this October 1, 1996.


RAMON J. GRANJA
Registered Agent

FILED
96 OCT -1 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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