

P9600084136



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 18, 1995

MARC. S. JOSEPH  
195 N.E. 134 STREET  
MIAMI, FL 33161

SUBJECT: M & S DISTRIBUTOR INC.  
Ref. Number: W95000018890

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT - 7 PM 1:26

We have received your document for M & S DISTRIBUTOR INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

500001944095  
09/11/96 01013-003  
\$122.50

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

no money back  
sent back  
with articles  
name now  
unavailable

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 495A00038830

original validation

W96-19913  
BT  
10/11



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 20, 1996

MARC S. JOSEPH  
195 N.E. 134 STREET  
MIAMI, FL 33161

SUBJECT: M & S DISTRIBUTOR INC. *OF MIAMI*  
Ref. Number: W96000019913

We have received your document for M & S DISTRIBUTOR INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 996A00043580

9-5-196

DEPT. OF STATE

One hundred twenty two — 5.00

BANK OF AMERICA

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BARNETT JAX

DEPT. OF STATE ASSETS

FOR DEPOSIT ONLY

10/1/56-01/12-1971

ARTICLES OF INCORPORATION

M & S DISTRIBUTOR INC. *OF MIAMI*

SECRET  
DIVISION OF CORPORATIONS  
96 OCT -7 PM 1:26

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Flofida, providing for the formation of a corporation for profit with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation, and to this end we do, by these Articles, set forth:

ARTICLE I

The name of this Corporation shall be:

M & S DISTRIBUTOR INC. *OF MIAMI*

Its principal business shall be carried on at 195 N.E. 134 ST Miami, Florida 33161 and at such other places or points in the State of Florida, and the United States and foreing countries as may from time to time be authorized by the Board of Directors

ARTICLE II

The general nature of and the objects and purpose to be transacted and carried on by this Corporation under the Statues of the State of Florida is as follows:

SECTION I

To conduct general business in any activity allowed by law.

SECTION II

To engage in any lawful activities including the purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and either as owner, broker, agent or factor.

### SECTION III

To engage in the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business affairs, and without limit as to the amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other dispositions of bonds, warrants debentures, obligation, negotiable and transferable instrument and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

### SECTION IIII

This corporation shall have all the general powers together with all of the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing powers.

### SECTION V

The foregoing clauses shall be construed both as objects and powers, but not recitation, expression or declarations of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but is hereby expressly declared other lawful powers not inconsistent therewith are hereby included.

### ARTICLE III

The total number of shares of stock which may be issued by the Corporation shall be one thousand (1,000) shares and all of said stock shall be common stock. Said shares of stock may be issued by the Board of Directors as they see fit.

### ARTICLE IV

The initial investment of capital in this Corporation shall be \$ 1,000.00.

### ARTICLE V

The principal place of business of the Corporation shall be at 195 N.E. 134 ST N. MIAMI Florida 33161, and it may have such other places of business both within and without the State of Florida and in foreign countries, as may be necessary or convenient.

ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

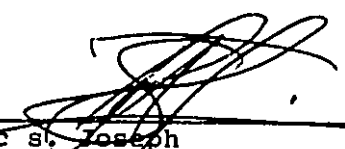
The name and post office address of the first Director and Incorporator of this Corporation, who shall hold office for the first year or until their successors are elected shall be:

President/Secretary/Treasurer    MARC S. JOSEPH  
195 N.E. 134 ST  
MIAMI, FL 33161

ARTICLE VIII

This Corporation shall have no less than one (1) Director. The number of Directors may be increased or decreased from time to time by virtue of the by-laws adopted by the stockholders /directors.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged to be filed the foregoing Articles of Incorporation this 6th day of june,1995 .

  
\_\_\_\_\_  
Marc S. Joseph  
Pres./Sec./Treas./Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
STATE  
DIVISION OF CORPORATIONS  
96 OCT -7 PM 1:35

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the said Act:

M & S Distributor Inc. <sup>OF MIAMI</sup> organizing under the State of Florida, with its principal office as indicated in the Articles of incorporation at City of Miami, County of Dade, State of Florida, has named Lyls Renoit as its agent to accept service of process within this State.

ADDRESS OF REGISTERED AGENT IS: 3050 Biscayne Blvd Suite 508  
Miami, Florida 33137

ACKNOWLEDGMENT: (Must be signed by Designated Agent)


Having been named to accept service 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.

By: *Lyls Renoit*  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 6th day of June, 1995, personally appeared before me an officer duly authorized to administer oaths and take acknowledgment, Lyls Renoit to me, well known to be the individual who executed the foregoing Certificate of Incorporation and he acknowledged before me that he executed and subscribed to the same freely and voluntarily for the purposes stated:

WITNESS my signature and official seal at the City of Miami, County of Dade, State of Florida, this 6th day of June, 1995.

 STENIO DIERDONNE  
My Commission 00307000  
Expires Aug. 02, 1998  
Notary Public, State of Florida at Large  
County of Dade  
AUG 02 1998  
My Commission Expires: