

P96000087152

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: FERNANDO JIMENO
074553003252

ACCT#:

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FAX #:

NAME: C & A DISTRIBUTORS, CORP.
AUDIT NUMBER.....H96000013907
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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36 OCT -3 PM 12:40

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 3, 1996

FERNANDO JIMENO

SUBJECT: C & A DISTRIBUTORS, CORP.
REF: W96000020957

RECEIVED
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TALLAHASSEE, FLORIDA

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

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.

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If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000013907
Letter Number: 296A00045329

H96000013907

ARTICLES OF INCORPORATION
OF
C & A DISTRIBUTORS OF MIAMI, INC.

FILED
96 OCT 22 PM 3:23
SEC. OF STATE
MIAMI, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is:

C & A DISTRIBUTORS OF MIAMI, INC.

Its principal office and mailing address shall be located at

3566 Estepona Avenue

Miami, Florida. 33178

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of five dollars (\$5.00) par value Common Stock, which shall be designated "COMMON SHARES"

Document prepared by: Fernando Jimeno 19754 NW 61 Ave Miami, Fl. 33015 (305) 621-4842

H96000013907

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

AMILCAR LEON
3566 Estepona Avenue
Miami, FL. 33178

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

AMILCAR LEON
3566 Estepona Avenue
Miami, FL. 33178

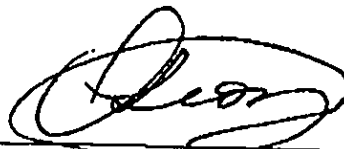
President - Secretary

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

AMILCAR LEON
3566 Estepona Avenue
Miami, FL. 33178

IN WITNESS WHEREOF, the undersigned subscriber(s) acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of October, 1996



AMILCAR LEON
Incorporator

H96000013907

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FILED
96 OCT 22 PM 3:23
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

**CERTIFICATE OF REGISTERED AGENT
OF
C & A DISTRIBUTORS OF MIAMI, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

3566 Estepona Avenue
Miami, FL. 33178

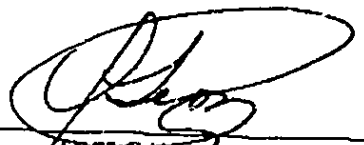
has name

AMILCAR LEON

located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

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 Florida Law in keeping open said office.


AMILCAR LEON
Registered Agent

H96000013907