

P96000097312

1320 South Dixie Hwy.
Suite # 254.
Coral Gables, Florida 33146

19th September, 1996.

FILED
96 NOV 26 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-11/04/96--01026--011
***122.50 ***122.50

Dear Sirs :

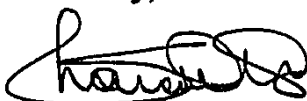
RE : ARTICLES OF INCORPORATION OF
"FLORIDALAND DISTRIBUTORS
INTERNATIONAL INC."

Enclosed please find, one original and one copy of the Articles of incorporation for the abovementioned company, together with our check in the amount of \$122.50 (One Hundred and Twenty Two Dollars and Fifty Cents) which is to be applied as follows :

Filing fee.....	35.00
Registered Agent fee....	35.00
Certified copy fee.....	52.50
	122.50

I was in direct contact with your office and was advised that the abovementioned name is available. Please effect immediately incorporation, and forward to 1320 South Dixie Hwy., Suite # 254, Coral Gables, Florida 33146, the Charter, together with certified copy of the Articles of incorporation.

Sincerely,



Sharon Hire-Miller.

196 50910
~~196 23547~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1996

SHARON HIRE-MILLER
1320 S DIXIE HWY STE 254
CORAL GABLES, FL 33146

SUBJECT: FLORIDALAND DISTRIBUTORS INTERNATIONAL INC.
Ref. Number: W96000023547

We have received your document for FLORIDALAND DISTRIBUTORS INTERNATIONAL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 196A00050910

1320 South Dixie Hwy.
Suite # 254.
Coral Gables, Florida 33146

19th September, 1996.

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

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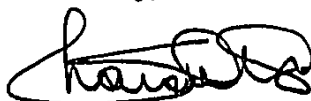
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Sincerely,



Sharon Hire-Miller.

ARTICLES OF INCORPORATION
OF

FLORIDALAND DISTRIBUTORS INTERNATIONAL INC.

The undersigned, for purposes of forming a corporation, under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME.

The name of the corporation is :

FLORIDALAND DISTRIBUTORS INTERNATIONAL INC

ARTICLE II
EXISTENCE OF CORPORATION.

The duration of the corporation is perpetual.

ARTICLE III.
BUSINESS PURPOSES.

This corporation is organized for the purposes of transacting any and all lawful business.

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TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 2,000 (Two Thousand) shares of common stock, having a par value of \$5.00 (Five Dollars) per share.
2. The capital stock may be paid for by property, labour or services, at a just valuation to be fixed by the incorporators, or by the directors, at a meeting called for such purposes, or at the organization meeting.
3. Property, labour or services may also be purchased or paid with the capital stock, at a just valuation of said property or labour services to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration, and issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE V
INITIAL CAPITALIZATION

The amount of capital with which this corporation will begin business, shall not be less than US\$10,000.00 (Ten Thousand)..

ARTICLE VI
REGISTERED AGENT &
PRINCIPAL PLACE OF BUSINESS

The street address of the initial registered agent of this corporation at that address is :

H. FRANKLIN COX
1320 SOUTH DIXIE HWY # 254
CORAL GABLES, FL 33146

The registered agent and registered office may be changed from time to time by filing with the Secretary of Florida, a certificate designating a new registered agent and/or a new registered office, without the necessity of amending these articles of incorporation.

ARTICLE VII
BOARD OF DIRECTORS.

The number of directors constituting the initial board of directors of the corporation is three, and as follows :

1. H. FRANKLIN COX - 1320 S. Dixie Hgwy. # 254
Coral Gables, Florida 33146.
2. SHARON O. HIRE-MILLER - 1320 S. Dixie Hgwy. # 254,
Coral Gables, Florida 33146

ARTICLE VIII

OFFICERS.

The names and addresses of the officers of this corporation who, subject to this charter and the by-laws of this corporation, and the laws of the state of Florida, shall hold office during the existence of this corporation are as follows:

Persons signing these Articles as an incorporator are as follows:

1. H. FRANKLIN COX - 1320 S. Dixie Hgwy. # 254.
Coral Gables, Florida 33146.
2. SHARON O. HIRE-MILLER - 1320 S. Dixie Hgwy. # 254,
Coral Gables, Florida 33146

PRESIDENT : H. Franklin Cox
SECRETARY : Sharon O. Hire-Miller
TREASURER : H. Franklin Cox

ARTICLE IX
SUBSCRIBERS

The name and addresses of the subscribers to these articles of incorporation are as follows :

NAME	ADDRESS	PERCENTAGE NO# OF SHARES
H. FRANKLIN COX	1320 S. Dixie Hgwy. # 254 Coral Gables, Fl 33146.....	60%
SHARON HIRE-MILLER	1320 S. Dixie Hgwy. # 254 Coral Gables, Fl 33146.....	20%

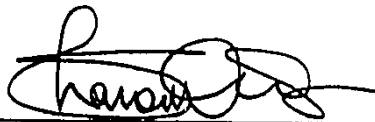
ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XI
ELECTION OF SUBCHAPTER "S" CORPORATION.

The corporation elects to be a small business corporation or tax option corporation pursuant to Section 1371 of the Internal Revenue Code, or as designated in the 1993 Internal Revenue Code.

EXECUTED BY THE UNDERSIGNED ON THIS 19th DAY OF SEPTEMBER,
1996.



SHARON O. HIRE-MILLER

STATE OF FLORIDA.
COUNTY OF DADE.

Before me, the undersigned authority on this 19 day of September, 1996 A.D.,
personally appeared Sharon O. Hire-Miller to me, known to be the person
described in the foregoing Articles of Incorporation of FLORIDALAND
DISTRIBUTORS INTERNATIONAL INCORPORATED, and acknowledges to
me that she executed the same freely and voluntarily for the purposes herein.

WITNESS MY HAND AND OFFICIAL SEAL, THE DATE AFORESAID:


NOTARY PUBLIC

NOTARY SEAL

MY COMMISSION EXPIRES

OFFICIAL NOTARY SEAL
ESTRID POLICARD
PUBLIC STATE OF FLORIDA
COMMISSION NO. 00502212
COMMISSION EXPI. OCT. 16, 1999

EXECUTED BY THE UNDERSIGNED ON THIS ____ DAY OF SEPTEMBER,
1996.


H. FRANKLIN COX

STATE OF FLORIDA.
COUNTY OF DADE.

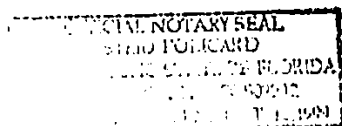
Before me, the undersigned authority on this 19 day of September, 1996A.D.,
personally appeared H. Franklin Cox to me, known to be the person described in
the foregoing Articles of Incorporation of FLORIDALAND DISTRIBUTORS
INTERNATIONAL INCORPORATED, and acknowledges to me that he executed
the same freely and voluntarily for the purposes herein.

WITNESS MY HAND AND OFFICIAL SEAL, THE DATE AFORESAID:


NOTARY PUBLIC

NOTARY SEAL

MY COMMISSION EXPIRES



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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.

1. The name of the corporation is: FLORIDALAND DISTRIBUTORS INTERNATIONAL INC.

2. The name and address of the registered agent and office is:

MR. H. FRANKLIN COX

(NAME)

1320 SOUTH DIXIE HWY # 254

(P.O. BOX NOT ACCEPTABLE)

CORAL GABLES, FLORIDA 33146

(CITY/STATE/ZIP)

FILED
96 NOV 26 PM 12:22
TALLAHASSEE, FLORIDA

SIGNATURE 

(corporate officer)

TITLE

President/Treasurer

DATE

13th November, 1996

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.

SIGNATURE 

DATE

13th November, 1996