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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: STONEHILL DISTRIBUTORS, INC.  
AUDIT NUMBER.....H96000017290  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
STONEHILL DISTRIBUTORS, INC.

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ARTICLE I

The name of this corporation is **STONEHILL DISTRIBUTORS, INC.**

ARTICLE II

The term for which this corporation shall exist shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

All business permitted by the Florida Statutes, including, but not limited to the following:

To provide financing to individuals and entities.

To provide mortgages and loans on real and personal property.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

To own, lease, use, experiment in, buy, sell, and develop patents and patent

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rights of all kinds and for items, objects, products, mechanisms, and goods of all kinds and nature, and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesaler, retailer, importer, and exporter, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

#### ARTICLE IV

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock".

#### ARTICLE V

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of the corporation.

#### ARTICLE VI

The principal place of business of this corporation shall be: 9970 N.W. 89th Avenue, Medley, FL 33178.

The name of the initial registered agent of this corporation is: Leon Schligiel.

The address of the initial registered agent is: 9970 N.W. 89th Avenue, Medley,

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FL 33178.

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ARTICLE VII

This corporation shall initially have as directors those persons who are designated below in this Article. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

Leon Schigiel	9970 N.W. 89th Avenue Medley, FL 33178
Joseph Bick	9970 N.W. 89th Avenue Medley, FL 33178
Anthony Puxes	9970 N.W. 89th Avenue Medley, FL 33178
Lou Steinberg	9970 N.W. 89th Avenue Medley, FL 33178

ARTICLE VIII

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President	Leon Schigiel 9970 N.W. 89th Avenue Medley, FL 33178
Treasurer	Joseph Bick 9970 N.W. 89th Avenue Medley, FL 33178
Vice President	Anthony Puxes 9970 N.W. 89th Avenue Medley, FL 33178

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Secretary

Lou Steinberg  
9970 N.W. 89th Avenue  
Medley, FL 33178

ARTICLE IX

The name and address of the person signing these Articles is: Leon Schligiel,  
9970 N.W. 89th Avenue, Medley, FL 33178.

ARTICLE X

The approval of the shareholders of this corporation to any plan of merger shall  
be required in every case, whether or not such approval is required by law.

ARTICLE XI

The shareholders of this corporation shall have the right to dissent from any  
corporate actions from which shareholders are entitled to dissent under the Florida  
General Corporation Act.

ARTICLE XII

Members of the Board of Directors may participate in meetings of the Board of  
Directors by means of telephone conference as provided by law.

ARTICLE XIII

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

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ARTICLE XIV

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1 day of December, 1996

Leon Schiglel

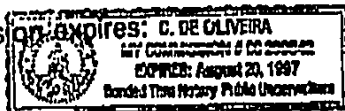
STATE OF FLORIDA

COUNTY OF DADE

The foregoing Instrument was acknowledged before me this 1 day of December, 1996 by Leon Schiglel who is personally known to me or who has produced personal known (type of identification) as identification and who did (did not) take an oath.

[Signature]  
Notary Public, State of Florida

My commission expires:



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

In compliance with Section 48.091, Fla. Stats., the following is submitted:

STONEHILL DISTRIBUTORS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located 9970 N.W. 89th Avenue, Medley, Fl. 33178 has named Leon Schigiel, located at 9970 N.W. 89th Avenue, Medley, FL 33178 as its agent to accept service of process within the State of Florida.

Signature:

  
Leon Schigiel, President

Dated

12/5/96

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Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the order and complete performance of my duties.

Signature:

  
Leon Schigiel  
Registered Agent

Dated

12/5/96

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