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TO: DIVISION OF CORPORATIONS

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FROM: ARMANDO A. PARDILLO, ESQ.  
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NAME: D & S DISTRIBUTION AND SERVICE CORP.

AUDIT NUMBER.....H96000017584

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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1-822-3709

12/06/96 09:07 Fl. Dept. of State p1 /1



## FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 6, 1996

ARMANDO A. PARDILLO, ESQ.

SUBJECT: D & S AMERICANA, INC.  
REF: W96000025582

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

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.

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

The name submitted conflicts with an existing corporation under the name D.S. AMERICA INCORPORATED, document number F95000006275.

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If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document SpecialistFAX Aud. #: H96000017057  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

TRANSACTION REPORT

P.01

DEC- 6-96 FDT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
D & S DISTRIBUTION AND SERVICE CORP.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation is:

**D & S DISTRIBUTION AND SERVICE CORP.**

**ARTICLE TWO**

The principal office of the corporation shall be located at:

**3896 Biscayne Blvd., Suite 1014  
Miami, Florida 33137**

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**ARTICLE THREE**

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**Amando A. Pardillo, Esq.  
Florida Bar #213081  
1401 Ponce de Leon Blvd. #202  
Coral Gables, FL 33134  
Tel: 305-444-0100  
Fax: 305-448-4376**

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**ARTICLE FOUR**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE FIVE**

The corporation shall have two directors initially. However, the number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the By-Laws.

The names and addresses of the initial directors are:

NAME	ADDRESS
ROBERTO MARTINEZ	3896 Biscayne Blvd. #1014 Miami, Florida 33137
SILVIA BEATRIZ JARA	3896 Biscayne Blvd. #1014 Miami, Florida 33137

**ARTICLE SIX**

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
ROBERTO MARTINEZ	3896 Biscayne Blvd., #1014 Miami Florida 33137

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#### ARTICLE SEVEN

The name and street address of the initial registered agent and office of this corporation is:

**NAME**

**ADDRESS**

**ROBERTO MARTINEZ**

**3898 Biscayne Blvd., #1014  
Miami, Florida 33137**

#### ARTICLE EIGHT

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of the corporation without the necessity of further authority from the stockholders, except as by law or in these Articles otherwise provided; any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued, unless otherwise provided by the By-Laws of the corporation. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by the law.

#### ARTICLE NINE

The number of shares the corporation is authorized to issue is 500 shares, which shall be common stock of \$1.00, par value, each.

#### ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

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## ARTICLE ELEVEN

The shareholders may at their sole discretion, repeal, alter or amend the By-Laws of this corporation, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned incorporator set his hands and affixed his seal, on this 27 day of November, 1996.

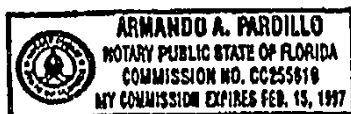
  
Roberto Martinez, Incorporator

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505 Florida Statutes.

  
Roberto Martinez, Resident Agent

STATE OF FLORIDA )  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 27 day of November, 1996, by Roberto Martinez, who has produced HAS DRIVER LICENSE as identification.



  
Armando A. Pardillo  
Notary Public

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