

P97000005380

John W. Harris
Suite 928
1500 Bay Road
Miami Beach, FL 33139

December 4, 1996

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-12/10/96--01077--017
*****78.75 *****78.75

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed, please find my personal check in the amount of \$78.75 for payment of :

\$35.00 filing fee
\$35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status

Thank you. If you have any questions or comments, please call me at (305) 674-5178.

Sincerely,


John W. Harris

EFFECTIVE DATE

Jan 6, 1997

FILED
97 JAN 13 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W96-26000~~
DWH
12/11/96

~~502~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 11, 1996

JOHN W. HARRIS
1500 BAY ROAD SUITE 928
MIAMI BEACH, FL 33139

SUBJECT: J&V DISTRIBUTION, INC.
Ref. Number: W96000026000

We have received your document for J&V DISTRIBUTION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 396A00055366

John W. Harris
Suite 928
1500 Bay Road
Miami Beach, FL 33139

January 6, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed, please find re-submission of Articles of Incorporation for **Vintage Distribution, Inc.**
I understand that a name similar to J&V Distribution, Inc is already taken.

Payment of \$78.75 is for :

\$35.00 filing fee
\$35.00 Designation of Registered Agent
\$ 8.75 Certificate of Status

If you have any questions or comments, please call me at (305) 674-5178.
Thank you.

Sincerely,


John W. Harris

ARTICLES OF INCORPORATION

OF

Vintage Distribution, Inc.

FILED
97 JAN 13 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the state of Florida, do hereby accept all of the rights and privileges, benefits and obligation conferred and imposes by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLES I

NAME

The name of this corporation shall be:

Vintage Distribution, Inc.

EFFECTIVE DATE

Jan 6, 1997

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1500 Bay Road, Suite 928
Miami Beach, FL 33139

ARTICLE III

SHARES

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors for any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer:

A) Each shareholder shall offer to the remaining shareholder or to this corporation or to holders of any warrants outstanding, a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation, or upon death of the shareholder.

The shareholders and holders of warrants of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation.

Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon the stock record of the Corporation.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

John W. Harris

1500 Bay Road, Suite 928
Miami Beach, FL 33139

ARTICLE V

INCORPORATOR

The name and mailing address of the incorporator are as follows:

1500 Bay Road, Suite 928
Miami Beach, FL 33139

ARTICLE VI

DIRECTOR

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial Directors who shall hold office until his successor or successors are elected and have qualified are as follows:

Vincent De Luca
John W. Harris

ARTICLE VII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
Vincent De Luca	114 N.W. 109th Ave Pembroke Pines, FL 33026	President
John W. Harris	1500 Bay Road, Suite 928 Miami Beach, FL 33139	CEO & Secretary

ARTICLE VIII

PURPOSES AND POWERS

This Corporation shall have perpetual existence..

This Corporation has been organized, effective January 6, 1997, for the purpose of engaging in all lawful business permitted to corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate business engaged, in any lawful manner, among other thing, in the purchasing, leasing or otherwise to acquire all kind of automobiles, trucks, equipment's, parts and accessories, and to sale, import, export convey, repair, exchange, lease and otherwise to dispose of such automobiles, equipment's and merchandise, without limitation.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own mortgage, pledge, sell, assign, transfer or otherwise to dispose of, and to invest in, trade in deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.

C) To act as a broker, agent or factor for any person, firm or corporation.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed,

including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world a principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and in any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of United States of America.

ARTICLE IX

AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE X

INITIAL CAPITAL

The amount of the capital with which this corporation may begin business shall not be less than Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, the above-named Incorporator, Director and Registered Agent
has hereunto subscribed his name, this day 6th of January, 1997.

Incorporator

John W. Harris
John W. Harris

Directors:

John W. Harris
John W. Harris

Vincent De Luca
Vincent De Luca

STATE OF FLORIDA)
COUNTY OF DADE)

Before me the undersigned authority personally appeared

John W. Harris

who is to me well known to be the person described in and who subscribed the foregoing articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 6th day of January, 1997.

My commission expires:

Deborah A Monaco
Notary Public



DEBORAH A MONACO
My Commission CC385789
Expires Jun. 21, 1998
Bonded by HAI
800-422-1555

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

97 JAN 13 PM 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

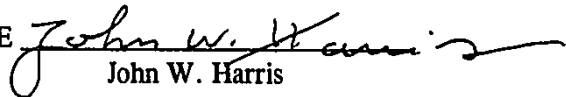
Vintage Distribution, Inc.

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

John W. Harris
1500 Bay Road, Suite 928
Miami Beach, FL 33139

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 POSITIONS AS REGISTERED AGENT.

SIGNATURE


John W. Harris

DATE

1/6/97