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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: ORANGE STATE DISTRIBUTORS, INC.

AUDIT NUMBER..... H97000002971

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS...Ø

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SECRETARY OF STATE
TALLAHASSEE, FLORID

ARTICLES OF INCORPORATION

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ORANGE STATE DISTRIBUTORS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **ORANGE STATE DISTRIBUTORS**, **INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of Corporation is 1816 N.W. 22nd STREET, MIAMI, FLORIDA 33125.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

JEANNETTE ANDREWS, ESQ. 6255 N. W. SEVENTH AVENUE MIAMI, FL 33150 (305) 751-8934

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as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rate share thereof at the price at which it is affered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 1815 N.W. 22nd. STREET.

MIAMI, FLORIDA 33125, and the registered agents at that office are NEIL BLACKMAN.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Neil Blackman 425 N. Hibiscus Dr. # 2 Mismi Beach, Florids 33139

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

NEIL BLACKMAN 425 N. HIBISCUS DRIVE #2 MIAMI BEACH, FLORIDA 33139

NEIL BLACKMAN

STATE OF FLORIDA)

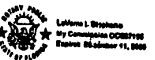
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19 day of TERRIA PLIP997 by NEIL BLACKMAN, who personally appeared before me at the time of notarization, and who are personally known to me or who produced a FLORIDA IDENTIFICATION CARD as identification.

NOTARY PUBLIC:

PRINT:

TATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First-That ORANGE STATE DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named NEIL BLACKMAN, at 1815 N.W. 22nd STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

()______

DATE: 2/1/97

97 FEB 20 AN II: 3:
SECRETARY OF STATE

ARTICLES/EVANS