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FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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FAX #: (305)716-0346

NAME: ORANGE STATE DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000002971

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

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**ARTICLES OF INCORPORATION**

**OF**

**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:

**ARTICLE 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 33160  
(305) 751-8934  
BAR #: 0075124

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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-rata share thereof at the price at which it is offered 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  
Miami Beach, Florida 33139

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**ARTICLE IX: INCORPORATOR**

The incorporator of the Corporation is as follows:

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

IN WITNESS WHEREOF, WE, NEIL BLACKMAN, the undersigned Incorporators, have signed these Articles of Incorporation on this 19<sup>th</sup> day of February, 1997, and acknowledged the same to be my act.

*Neil Blackman*  
**NEIL BLACKMAN**

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of FEBRUARY 1997 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:

SIGN: *L. Verne L. Stephens* 2/19/97

PRINT: L. VERNE L. STEPHENS

STATE OF FLORIDA AT LARGE



L. Verne L. Stephens  
My Commission OCBS7198  
Expires December 11, 2000

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**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.

BY: 

**NEIL BLACKMAN**

DATE: 2/19/97

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