

Kenneth W. McCoy, P.A.

Accounting Firm

15150 N.W. 79th Court
Suite 195
Miami Lakes, Florida 33016
Phone: (305) 362-1841

P970000034508

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

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-04/07/97--01030--012
****122.50 ****122.50

RE: Quality Distributors, Inc.

Dear Sir/Madam:

Enclosed please find two (2) executed copies of Articles of Incorporation for Quality Distributors, Inc. Together with a check for one hundred twenty two 50/100 dollars (\$122.50).

Thank you for your prompt attention to this matter.

Sincerely,

Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P. A.
15150 N.W. 79 Court, Suite 195
Miami Lakes, FL 33016
(305) 362-1841

FILED
97 APR 17 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 8 1997 BSB
W97-8079



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1997

KENNETH W. MCCOY, P.A.
15150 N.W. 79TH COURT
SUITE 195
MIAMI LAKES, FL 33016

SUBJECT: QUALITY DISTRIBUTORS, INC.
Ref. Number: W97000008079

We have received your document for QUALITY DISTRIBUTORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 197A00017475

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

~~Quality Distributors, Inc.~~
Quality Products Distributors, Inc.

ARTICLE I - NAME & ADDRESS

The name and address of the corporation shall be
Quality Products Distributors, Inc.,
~~Quality Distributors, Inc.~~
20251 N.W. 8 Street
Pembroke Pines, FL 33029

ARTICLE II - DURATION

This corporation shall have perpetual existence unless
dissolved according to law and its existence upon filing date.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of trans-
acting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1000)
shares of Fifty Cents (.50), par value, common stock which shall
be designated "common shares".

ARTICLE V - POWER OF SHAREHOLDERS

There shall be no Board of Directors and all affairs
normally conducted by a Board of Directors shall be conducted
by the shareholders. The shareholders shall have the same
power and authority as that of a Board of Directors.

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify the officers and shareholders of the corporation to the fullest extent authorized by Section 607.014, Florida Statutes. For the purpose of interpreting this Article and the aforementioned Florida Statute, the shareholder shall be considered a director when the action taken by him for which indemnification is sought is action traditionally conducted by a director.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ricardo Tobchi
20251 N.W. 8 Street
Pembroke Pines, FL 33029

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

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

20251 N.W. 8 Street
Pembroke Pines, FL 33029

and the name of the initial registered agent of this corporation at that address is:

Ricardo Tobchi

IN WITNESS WHEREOF, The undersigned incorporator, has
executed these Articles of Incorporation, on this 24 day of
March 1997.

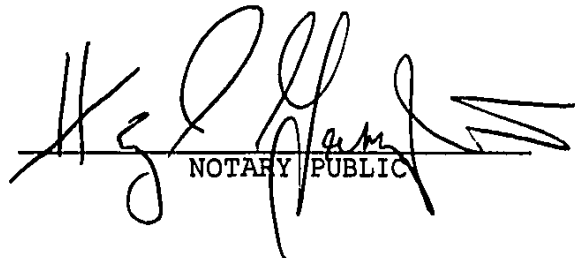

Incorporator

STATE STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, a Notary Public,
authorized to take acknowledgements in the State and County set
forth herein above, personally appeared Ricardo Tobchi, who
produced the following Florida Driver's License number _____
T120-730-69-249-0, known to be and known by me to be the person
who executed the foregoing Articles of Incorporation of ~~Quality~~
Quality Products Distributors, Inc.
~~Distributors, Inc.~~ and he/she acknowledged before me
that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my seal in the State and County aforesaid, on this 24th
day of MARCH 1997.


NOTARY PUBLIC

My Commission Expires:



HARRY E GEISSINGER III
My Commission CC491708
Expires Aug. 25, 1999

FILED

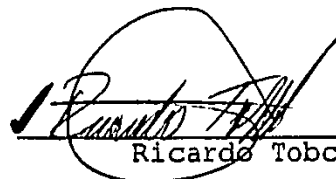
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

The undersigned hereby accepts the office of Registered
Agent for Quality Products Distributors, Inc.
~~Quality Distributors, Inc.~~ and agrees to accept
service of process for said corporation at the place designated
in its Articles of Incorporation as its principal place of
business and to act in said capacity in accordance with the laws
of the State of Florida.

DATED, at Miami, Dade County, Florida, on this 24
day of March 1997.


Ricardo Tobchi