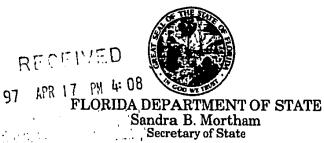


ACCOUNT NO. : 072100000032	
REFERENCE : 327913 7127384	-1
AUTHORIZATION: Patricia Lygit	91 F
COST LIMIT: \$ 70.00	
ORDER DATE: April 11, 1997	
ORDER TIME : 10:03 AM	9.11
ORDER NO. : 327913-005	A
CUSTOMER NO: 7127384	214543
CUSTOMER: Ms. Elizabeth Mark MS. ELIZABETH MARK	Land of Court B Court
525 S.w. 98th Place	
Miami, FL 33174	
DOMESTIC FILING	
NAME: E.M. DISTRIBUTORS CORP.	37 A
EFFECTIVE DATE:	37 APR 1
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP	A PM 3
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	3: 24 CRATION
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING	Š.

APR 2 1 1997 1978/16 00619 502.



April 17, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSEE, FL 32301-2607

SUBJECT: E.M. DISTRIBUTORS CORP. Ref. Number: W97000008916

RESUBMIT

Please give original submission date as file date.

We have received your document for E.M. DISTRIBUTORS CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6052.

Sandy Ng Document Specialist

Letter Number: 197A00019471



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 18, 1997

CSC NETWORKS 1201 HAYS ST. TALLAHASSEE, FL 32301-2607 Submission date as file date.

We have received your document for E.M. DISTRIBUTION CORP. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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 Letter Number: 397A00019720 (904) 487-6052.

Sandy Ng **Document Specialist**

ARTICLES OF INCORPORATION

OF

E.E.M. DISTRIBUTORS CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

E.E.M. DISTRIBUTORS CORP.

The address of the principal office of this corporation shall be 525 Southwest 98th Place, Miami, Florida 33174, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 525 Southwest 98th Place, Miami, Florida 33174, and the name of the initial registered agent of the corporation at that address is Elizabeth Mark.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Elizabeth Mark

525 Southwest 98th Place, Miami, Florida 33174

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc. 1201 Hays Street Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on April 16, 1997.

Hickorah W. Skipper Incorporator

PKK

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Elizabeth Mark, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

E.M. DISTRIBUTORS CORP.

Elizabeth Mark is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: Elizabeth Mark