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TALLAHASSEE, FLORIDA

6/27/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES. INC.
CONTACT: PAM FRIEDMAN
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NAME: PARAGON DISTRIBUTION, INC.
AUDIT NUMBER.....H97000010638
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation PARAGON DISTRIBUTION, INC.
Address of Corporation 5975 SUNSET DRIVE Suite 502
MIAMI, FLORIDA 33143

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 7,500, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT MICHAEL FILI
and 5975 SUNSET DRIVE Suite 502
REGISTERED OFFICE: MIAMI, FLORIDA 33143

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

[Signature] 6/26/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. MICHAEL FILI
5975 SUNSET DRIVE Suite 502
MIAMI, FLORIDA 33143

Article 5: The Name and Address of the INCORPORATOR is:

MICHAEL FILI
5975 SUNSET DRIVE Suite 502
MIAMI, FLORIDA 33143

In witness whereof I have subscribed my name [Signature]
Signature of Incorporator

MICHAEL FILI

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Prepared by:

ace INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571