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7/23/97

FLORIDA DIVISION OF CORPORATIONS
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1. 7/23/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0939

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: PUERTO PRINCIPLE DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000011987

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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JUL 23 1997

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ARTICLES OF INCORPORATION
OF
PUERTO PRINCIPE DISTRIBUTORS, INC

ARTICLE I. NAME.

The name of the corporation is PUERTO PRINCIPE
DISTRIBUTORS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 12704
S.W. 44th Terrace in Miami, in Dade County, State of
Florida.

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is Jorge
Fernandez and the address to be used for service to the
Corporation shall be 12704 S.W. 44th Terrace, Miami, Florida
33175.

ARTICLE IV. BOARD OF DIRECTORS.

(I) The Corporation shall have a minimum of two (2)
directors, and shall have two (2) directors initially. The
number of directors may be increased from time to time by
amendment of the By-laws

(II) The names and addresses of the persons who are to
serve as directors until the first annual meeting of
shareholders or until its successors are elected and
qualify, are:

Jorge Fernandez
12704 S.W. 44th Terrace
Miami, FL 33175

Ramon Arrazcaeta
4111 N.W. 37th Avenue
Apt. D-1216
Miami, FL 33142

ARTICLE V. INCORPORATOR.

The names and addresses of the incorporator is as
follows:

Jorge Fernandez
12704 S.W. 44th Terrace
Miami, FL 33183

Prepared by: Jorge Fernandez
12704 S.W. 44th Terr.
Miami, FL 33175
(305) 326-9953

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ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VIII. POWERS.

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares

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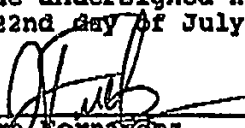
ARTICLE X. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is Five Hundred dollars (\$500.00)

ARTICLE XI. INTERESTED DIRECTORS.


No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director of directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director of directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 22nd day of July, 1997.



Jorge Fernandez
12704 S.W. 44th Terrace
Miami, FL 33175

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation



Jorge Fernandez
12704 S.W. 44th Terrace
Miami, Florida 33175

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