

P97000065021

G. M. & M. DISTRIBUTING, INC.
8875 HIDDEN RIVER PKWY. STE. 300
TAMPA, FL 33637
TEL. 813 626-9774

JULY 09, 1997

Secretary of State
Division Of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-07/14/97--01116-001
****122.50 ****122.50

RE: G. M. & M. DISTRIBUTING, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

G. M. & M. DISTRIBUTING, INC.


ANGEL E. CINTRON
PRESIDENT

W97-16307

FILED
97 JUL 28 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER FILED 28 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1997

ANGEL E. CINTRON
8875 HIDDEN RIVER PARKWAY
SUITE 300
TAMPA, FL 33637

SUBJECT: G.M. & M. DISTRIBUTING, INC.
Ref. Number: W97000016307

We have received your document for G.M. & M. DISTRIBUTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

THE PERSON SIGNING ON BEHALF OF THE REGISTERED AGENT MUST BE AN OFFICER OR DIRECTOR LISTED ON OUR RECORDS FOR THE CORPORATION ACTING AS REGISTERED AGENT. PLEASE CORRECT YOUR DOCUMENT.

Please return the original and one copy of 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 (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 697A00036165

FILED
97 JUL 28 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

G. M. & M. DISTRIBUTING, INC.

The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

G. M. & M. DISTRIBUTING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporate is authorized to issue 1,000 shares (common) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

Articles of Incorporation Page 1

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: G. M. & M. DISTRIBUTING, INC.
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL 33637

The name and street address of the Initial Registered Agent of this Corporation:

NAME: GLOBAL MARKETING AND MANAGEMENT, INC.
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL 33637

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: ANGEL E. CINTRON - PRESIDENT
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL 33637

NAME: ERIC E. MATOS - VICE PRESIDENT
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL. 33637

NAME: JOSE S. RAMOS - SECRETARY/TREASURE
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL. 33637

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: ANGEL E. CINTRON
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL 33637

NAME: ERIC E. MATOS
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL 33637

NAME: JOSE S. RAMOS
ADDRESS: 8875 HIDDEN RIVER PKWY. STE. 300
CITY: TAMPA, FL 33637

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 09TH day of JULY A.D., 1997.


ANGEL E. CINTRON

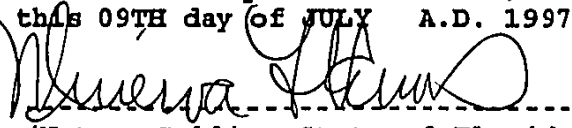

ERIC E. MATOS


JOSE S. RAMOS

STATE OF FLORIDA)
 SS
COUNTY OF HILLSBOROUGH)

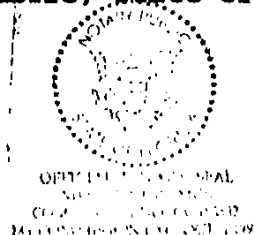
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ANGEL E. CINTRON; ERIC E. MATOS AND JOSE S. RAMOS known to me and known to be the person(s) who executed the foregoing Articles of Incorporation and who acknowledged before me that THEY executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 09TH day of JULY A.D. 1997.



(Notary Public, State of Florida)

My Commission expires
OCT. 1, 1997



CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

G. M. & M. DISTRIBUTING, INC.

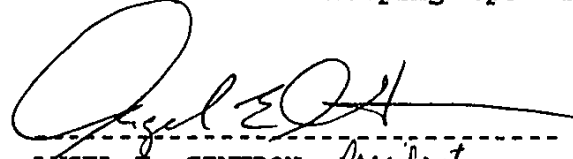
FILED
97 JUL 28 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 48.091 or 617.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 8875 HIDDEN RIVER PKWY. STE. 300, TAMPA, FL 336317 has named GLOBAL MARKETING AND MANAGEMENT, INC. located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



ANGEL E. CINTRON - President
Global Marketing and Management, Inc.

Certificate & Acknowledgement
Registered Agent