

P97000073946  
(SAMPLE LETTER OF TRANSMITTAL)

DATE August 1, 1997

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

FILED  
97 AUG 25 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: GENERAL BRANDS DISTRIBUTION, Inc.  
(Name of Corporation)

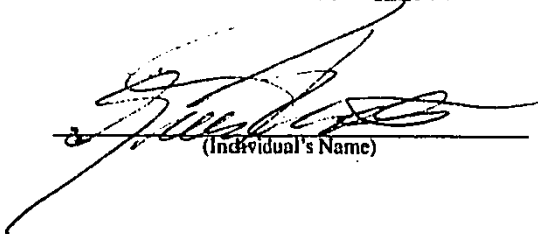
Gentlemen:

Enclosed please find the original and one copy of the 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.

400002275444--0  
-08/25/97--01019--010  
\*\*\*122.50 \*\*\*122.50

  
(Individual's Name)

GENERAL BRANDS DISTRIBUTION INC  
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
6900 SOUTHGATRE BLVD APT 207		
TAMARAC FL 33321		
PHONE		
(954)	721-2807	
Area Code	Number	Ext.

97 8/24/97

# ARTICLES OF INCORPORATION

of

GENERAL BRANDS DISTRIBUTION INC

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

GENERAL BRANDS DISTRIBUTION 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 corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

## ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>6900 SOUTHGATE BLVD. APT 207</u>		
CITY	FLORIDA	ZIP
<u>TAMARAC</u>		<u>33321</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>GREER THOMAS</u>	
ADDRESS	<u>6900 SOUTHGATE BLVD APT 207</u>	
CITY	FLORIDA	ZIP
<u>TAMARAC</u>		<u>33321</u>

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### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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:

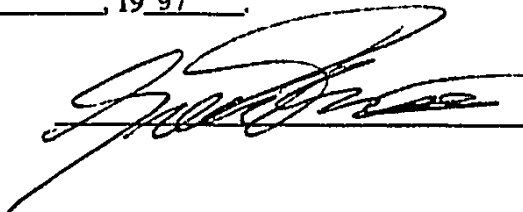
NAME	GREER THOMAS		
ADDRESS	6900 SOUTHGATE BLVD. APT 207		
CITY	TAMARAC	STATE	FL. ZIP 33321
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

### ARTICLE VIII - INCORPORATORS

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

NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 1 day of AUGUST, 19 97.

 (Signature)  
\_\_\_\_\_  
(Signature)  
\_\_\_\_\_  
(Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

GENERAL BRANDS DISTRIBUTION INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, organized under the laws of the State of Florida with its registered office  
as indicated in the Articles of Incorporation  
at 6900 SOUTHGATE BLVD APT 207  
TAMARAC FL. 33321  
has named GREER THOMAS  
located at the aforesaid address, as its registered agent to accept service of process within this  
state.

Having been named as registered agent and to accept service of process for the above stated  
corporation at the place designated in this certificate, I hereby accept the appointment as regis-  
tered agent and agree to act in this capacity. I further agree to comply with the provisions of all  
statutes relating to the proper and complete performance of my duties, and I am familiar with  
and accept the obligations of my position as registered agent.

  
(Signature)

AUGUST 1, 1997  
(Date)