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LAW OFFICES

ROBERT H. ASCHHEIM, P.A.

2999 Northeast 191 Street  
Penthouse 6  
Aventura, Florida 33180

Tel (305) 937-0051

Fax (305) 937-4797

September 4, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6237  
Tallahassee, FL 32301

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-09/18/97--01084--009  
\*\*\*\*\*72.50 \*\*\*\*\*72.50

RE: THE SUMMIT DISTRIBUTION GROUP, INC.

Dear Madam or Sir:

Enclosed please find the Articles of Incorporation for the above reference corporation together with my check in the sum of \$72.50.

Please file same and return a conformed copy to the undersigned in the enclosed self addressed stamped envelope.

Very truly yours,

ROBERT H. ASCHHEIM

- Encls.      1. Articles of Incorporation  
             2. Check in the sum of \$72.50

FILED  
97 SEP 15 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W97-20931  
B. REGISTER SEP 15 1997

**LAW OFFICES**

**ROBERT H. ASCHHEIM, P.A.**

2999 Northeast 191 Street  
Penthouse 6  
Aventura, Florida 33180

Tel (305) 937-0051

Fax (305) 937-4797

September 11, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6237  
Tallahassee, FL 32301

ATTENTION: BETH REGISTER

RE: THE SUMMIT DISTRIBUTION GROUP, INC.

Dear Beth:

Enclosed please find my trust account check in the amount of \$72.50. I am sorry for the confusion.

Thank your for your assistance.

Very truly yours,

  
ROBERT H. ASCHHEIM

Encls. 1. check in the sum of \$72.50

ARTICLES OF INCORPORATION  
OF  
THE SUMMIT DISTRIBUTION GROUP INC.

FILED  
97 SEP 15 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name and principal address and mailing address of the Corporation is: THE SUMMIT DISTRIBUTION GROUP, INC. 7680 NW 79th Avenue, Tamarac, FL 33321.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One (\$1.00) Dollar per share.

PREPARED BY:  
ROBERT H. ASCHHEIM, ESQ.  
2999 NE 191 STREET, PH 6  
AVENTURA, FL 33180  
FLA. BAR # 167432

ARTICLE IV

PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

INITIAL REGISTERED AGENT  
AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are: Mindy Wilson, 7680 NW 79th Avenue, Tamarac, FL 33321.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

  
Mindy Wilson  
Registered Agent

ARTICLE VI

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The name and address of the Initial Director who shall hold office until a successor has been chosen shall be:

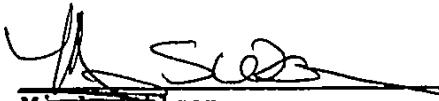
Mindy Wilson, 7680 NW 79th Avenue, Tamarac, FL 33321.

ARTICLE VII

INCORPORATOR

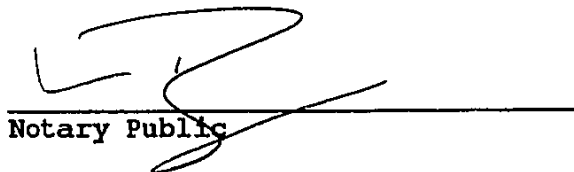
The name and address of the person signing these Articles is: Mindy Wilson, 7680 NW 79th Avenue, Tamarac, FL 33321.

IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this 4th day of September,  
1997.

  
Mindy Wilson  
Incorporator

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE       )

The foregoing instrument was acknowledged before me this  
4th day of September, 1997, by Mindy Wilson, who is personally  
known to me or who has produced Florida Driver's License as  
identification.

  
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
USHER BRYN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC504319  
MY COMMISSION EXP. OCT. 23, 1999

FILED  
97 SEP 15 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA