

PA7000088292

SIMA ACCOUNTING SERVICES INC.

7221 S.W. 24 STREET

SUITE 212

MIAMI, FLORIDA 33155

PHONE: (305) 265-4648 FAX: (305) 265-4524

FILED
97 OCT 13 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 7, 1997

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

800002318688--7
-10/13/97--01079--007
*****78.75 *****78.75

Ref: TL DISTRIBUTORS, INC.

Dear Sirs:

Enclosed is an original and a copy of the Articles of Incorporation of the above referenced corporation for filing by the Dept. of State. Also enclosed is a check for \$ 78.75 as payment for the following:

Filing Fee & Certificate \$ 78.75

Please return a certified copy of the Articles of Incorporation to me as soon as they have been filed.

Thank you for your assistance in this matter.

Very truly yours,



Silvia M. Garcia
President - Sima Accounting Services, Inc.

Silvia Garcia
AUTHORIZATION BY PHONE TO
CORRECT *last of RA address*

DATE

LOC

P. Mail

OCT 13 1997

**ARTICLES OF INCORPORATION
OF
TL DISTRIBUTOR, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TL DISTRIBUTOR, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE IV

The street address of the initial principal office and the name of the Resident Agent of this Corporation shall be:

**TANIA GIL
1164-WEST NORMANDY DRIVE
MIAMI BEACH, FL. 33141**

ARTICLE V

The initial Board of Directors shall consist of a total of TWO (2) person, and the name and address of the person who is to serve as initial director is:

**PRES. - TANIA GIL
9930 S.W. 213 STREET
MIAMI, FL. 33189**

**VICE PRES. ELUPCIE C. GIL
9930 S.W. 213 STREET
MIAMI, FL. 33189**

The name and address of the incorporator executing these Articles of Incorporation is:

**TANIA GIL
9930 S.W. 213 STREET
MIAMI, FL. 33189**

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles
of Incorporation this 10th day of OCTOBER, 1997.

Tamara [Signature]

STATE OF FLORIDA }
 } SS.
COUNTY OF DADE }

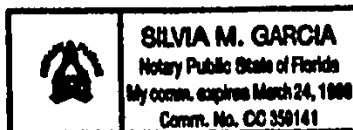
BEFORE ME, a notary public authorized to take acknowledgements in the state of
county set forth above, personally appeared _____ known to me and
known by me to be the person(s) who executed the foregoing Articles of Incorporation,
and he (they) acknowledge before me that he(they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in
the state and county aforesaid, this 10th day of OCTOBER, 1997.

Silvia M. Garcia

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 97 OCT 13 PM 3:51

Pursuant to the provisions of sections of 807.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TL DISTRIBUTOR, INC.

2. The name and address of the registered agent and office is:

TANIA GIL

(Name)

1164 WEST NORMANDY DRIVE

MIAMI BEACH, FL 33141

(Address/City/State/Zip)

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 REGISTERED 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

Tania Gil

DATE

10/10/97