

P97000089283

Miami, October 13, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

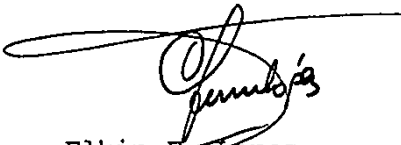
Attn: Secretary of State

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of F & M Distributors, Inc along with a check for \$70.00 for the applicable fees

The processing of this document will be appreciated

Thank you,



Elkin F. Lopez

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FILED
97 OCT 16 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-mc 10/16/97

ARTICLES OF INCORPORATION
OF
F & M DISTRIBUTORS, INC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is F & M Distributors, Inc and its address is 5881 S.W 147 Ct Miami, Florida 33193.

ARTICLE II

PURPOSE

This corporation is organized to engage in any and all lawful business activity permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL AND STOCK

The maximum number of shares of stock which this corporation is authorizes to issue is one hundred (100) shares with no par value. Said shares of stock may be issued only for a consideration having a fair value as many be determined by the Board of Directors.

ARTICLE IV

TERMS OF EXISTENCE

This corporation it to exist perpetually from the date these Articles are filled with the Department of State, subject to the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial registered office of this corporation shall be: Elkin F. Lopez , 5881 S.W 147 Ct, Miami Florida 33193.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director is:

Elkin F. Lopez
5881 S.W 147 Ct
Miami, Florida 33193

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

Elkin F. Lopez
5881 S.W 147 Ct
Miami, Florida 33193

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which already holds, shall have the right to purchase his prorata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholder's meeting by at least a majority of the stock entitled to vote, unless of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 13 day of October , 1997

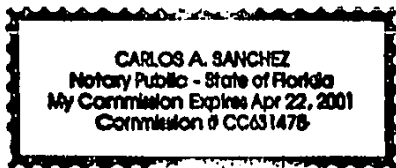


Elkin F. Lopez


STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgment, personally appeared Elkin F. Lopez to me know to be the person described in and who execute the foregoing instrument and acknowledged before me that execute the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of October , 1997




My Commission Expires



Notary Public at Large
State of Florida

Acceptance by Registered Agent

Having been named to accept service of process for the above named corporation, at the designated in these Articles, I hereby accept this appointment and degree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.



Registered Agent

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TALLAHASSEE, FLORIDA