

P97000089363

HANNA BROTHERS MERCHANDISING, INC.
8520 S. W. 128th Street
Miami, FL. 33156

September 21, 1997

Sandra B. Mortham, Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400002321634--D
-10/16/97--01034--006
*****70.00 *****70.00

Gentlemen:

Enclosed is my check for the required amount together with an original and one(1) copy of the Articles of Incorporation for Hanna Brothers Merchandising, Inc.

Thank you.

Very truly yours,


Michelle A. Hanna

(6)

enclosures

FILED
97 OCT 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EL. REGISTER OCT 16 1997

ARTICLES OF INCORPORATION
OF
HANNA BROTHERS MERCHANDISING, INC.

FILED
97 OCT 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to the Articles of Incorporation of Hanna Brothers Merchandising, Inc., each being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

HANNA BROTHERS MERCHANDISING, INC.

ARTICLE II - DURATION

This corporation shall commence corporation existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida, and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE III - PURPOSE

This corporation shall have the unlimited power to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLES IV - CAPITAL STOCK

The authorized Capital Stock of this Company shall be One Hundred (100) shares of Common Stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property, or other considerations.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

This street address of the corporation's office and the name and address of the Registered Agent is as follows:

CORPORATION ADDRESS:

8520 S. W. 128TH Street
Miami, Fl. 33156

REGISTERED AGENT AND ADDRESS:

Michelle A. Hanna
8520 S. W. 128TH Street
Miami, Fl. 33156

ARTICLE VI - INITIAL BOARDS 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 Directors of this Corporation are:

Michelle A. Hanna
8520 S. W. 128th Street
Miami, FL. 33156

Kimble D. Hanna Jr.
8520 S. W. 128th Street
Miami, FL. 33156

ARTICLE VII - INCORPORATION

Name and Post Office address of the Subscribers to these Articles of Incorporation and the number of shares of the stock they agree and the value of the consideration thereof is:

NAME AND ADDRESS:

MICHELLE A. HANNA
8520 S. W. 128th Street
Miami, Fl. 33156

SHARE OF COMMON STOCK/

CONSIDERATION:

100 shares


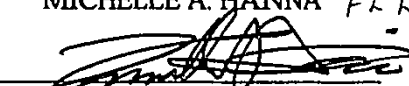
ARTICLE VIII - STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

ARTICLE IX - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, We have hereunto set our hands and seals in Dade County,
Florida, this 30th day of September, 1997.

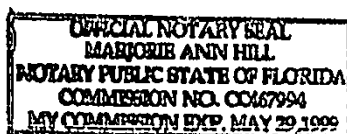

MICHELLE A. HANNA FL Lic# H500-541-72-707-0

KIMBLE D. HANNA JR.
FL Lic# H500-504-73-251-0

STATE OF FLORIDA)

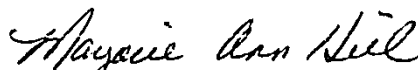
COUNTY OF DADE)

ON THIS DAY PERSONALLY appeared before me, a Notary Public, MICHELLE A. HANNA AND KIMBLE D. HANNA JR., to me known to be the persons described in and who signed the foregoing Articles of Incorporation, and they acknowledged to me that they signed the same freely and voluntary.

WITNESS my hand and seal in Dade County, Florida this 30th day of September, 1997



My commission Expires:

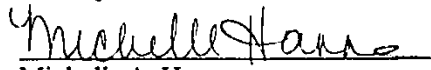

NOTARY PUBLIC
State of Florida at Large

CERTIFICATE DESIGNATING RESIDENT AGENT
UPON WHOM PROCESS MAY BE MADE

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

Hanna Brothers Merchandising, Inc., a corporation organized under the Laws of the State of Florida, with its principal office at 8520 S. W. 128th Street, Miami, Florida 33156, has named the following person as its agent to accept service of process within the State:

Michelle A. Hanna
8520 S. W. 128th Street
Miami, FL. 33156


Michelle A. Hanna
AGENT

FILED
97 OCT 16 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA