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TO: DIVISION OF CORPORATIONS

FAX R: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.
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NAME: SUNDANCE DISTRIBUTING INC.

AUDIT NUMBER.....H97000017558

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. (4)

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H97000017558

ARTICLES OF INCORPORATION
OF
SUNDANCE DISTRIBUTING INC.

Article I - Name

The name of this corporation is SUNDANCE DISTRIBUTING INC.

Article II - Purpose

This corporation is organized to promote quality business DISTRIBUTING in South Florida, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address and registered office of this corporation is 1717 N. Bayshore Drive, Suite 1055, Miami, Florida 33132.

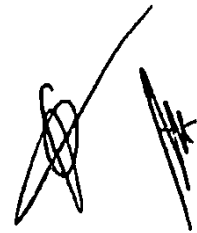
The name of the initial Registered Agent of this corporation is JULIAN LINARES of 1717 N. Bayshore Drive, Suite 1055, Miami, Florida 33132.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are FRANKLIN YATES of 1717 N. Bayshore Drive, Suite 110, Miami, Florida 33132, JULIAN LINARES of 1717 N. Bayshore Drive, Suite 1055, Miami, Florida 33132, who shall also serve as the initial respectively as president and vice-president/treasurer/secretary of the corporation.

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H97000017558

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA BAR NO. 157029 / AUDIT NUMBER: 497000017558Article VII - Incorporator

The name and address of the persons signing these Articles are FRANKLIN YATES of 1717 N. Bayshore Drive, Suite 110, Miami, Florida 33132, and JULIAN LINARES of 1717 N. Bayshore Drive, Suite 1055, Miami, Florida 33132.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this October 17, 1997.



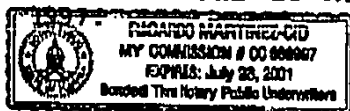
JULIAN LINARES

FRANKLIN YATES

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared JULIAN LINARES and FRANKLIN YATES, who are personally known to me or provided their ~~Florida~~ driver's licenses as identification, and they acknowledged before me that they executed the same, and they did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this October 17,



Notary Public
State of Florida at Large

Prepared by: Ricardo Martinez-Cid
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

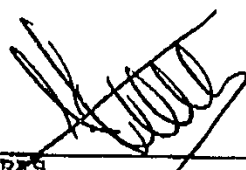
WITNESSETH:

That SUNDANCE DISTRIBUTING INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named JULIAN LINARES, located at 1717 N. Bayshore Drive, Suite 1055, Miami, Florida 33132, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
SUNDANCE DISTRIBUTING INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this October 17, 1997.



JULIAN LINARES
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H97000017558

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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