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Charter Number Only

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97 DEC -2 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

11/26/97. Mindy

Mindy Krawt, Esq.

Requester's Name

1888 - A North University Drive

Address

Plantation, FL 33322

City

State

ZIP

Phone

(954) 916-0098

EFFECTIVE DATE

1-1-98

500002360525-1

-12/02/97--01039--021

***122.50 ***122.50

CORPORATION(S) NAME

DES Distributor, Inc.



Empire Toll Free: 1-800-432-3028

RECEIVED

97 DEC -2 AM 10:18

DIVISION OF CORPORATION



Profit

() NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent



Certified Copy

() Photo Copies

() Certificate Under Seal



Call When Ready

() Call If Problem

() After 4:30



Walk In

() Will Wait



Pick Up

() Mail Out

Certified Copy

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

K. Rolfe

DEC 02 1997

EFFECTIVE DATE

1-1-98

ARTICLES OF INCORPORATION

OF

DES DISTRIBUTOR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the undersigned acting as incorporated pursuant to the Florida General Corporation Act, forms a corporation for profit.

ARTICLE I

The name of this corporation shall be DES DISTRIBUTOR, INC.

ARTICLE II

This corporation shall have its principal office at 8080 D Severn Drive, Boca Raton, Florida 33433.

ARTICLE III

This corporation shall come into existence as of January 1, 1998 and shall have perpetual existence from this date unless sooner dissolved according to law.

ARTICLE IV

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V

The aggregate number of shares of stock that this corporation shall have the authority to issue is 100 shares of common stock at a par value of \$1.00.

ARTICLE VI

Every stockholder, upon the sale for cash or a new stock of this corporation, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The initial registered agent for this corporation is DAVID GREENE and the initial registered office is located at 8080 D Severn Drive, Boca Raton, Florida 33433.

ARTICLE VIII

This corporation shall have a minimum of one (1) and a maximum of four (4) Directors constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of each member of the initial Board of Directors of this Corporation is:

DAVID GREENE	8080 D Severn Drive Boca Raton, Florida 33433
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SHARYN GREENE	8080 D Severn Drive Boca Raton, Florida 33433
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ARTICLE IX

The name and street address of each Incorporator is as follows:

DAVID GREENE	8080 D Severn Drive Boca Raton, Florida 33433
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ARTICLE X

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these ARTICLES OF INCORPORATION this 10th day of November, 1997.



DAVID GREENE

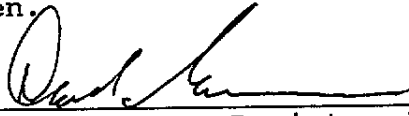
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 of the Florida Statutes
the following is submitted:

That DES DISTRIBUTOR INC., desiring to organize under the
laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at 8080 D Severn
Drive, City of Boca Raton, County of Palm Beach, State of
Florida, has named DAVID GREENE, located at 8080 D Severn Drive,
City of Miami, County of Palm Beach, State of Florida, as its
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity, and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.

BY: 
DAVID GREENE, Registered Agent

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TALLAHASSEE, FL 32304