

P98000006307

January 14, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

98 JAN 20 PM 1:32

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Re: ABSOLUTE DISTRIBUTION, INC  
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

700002405017--4  
-01/20/98--01095--001  
\*\*\*\*122.50 \*\*\*\*122.50

Roy S. Wible  
(individual's name)

Absolute Distribution inc  
(name of corporation)

|                                |          |      |
|--------------------------------|----------|------|
| MAILING ADDRESS OF CORPORATION |          |      |
| 16519 NW 27th Avenue           |          |      |
| Miami, Florida 33054           |          |      |
| PHONE                          |          |      |
| ( 305 )                        | 624-7911 |      |
| Area Code                      | Number   | Ext. |

RP  
01-21-98

# ARTICLES OF INCORPORATION

of  
ABSOLUTE DISTRIBUTION INC

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

## ARTICLE I - CORPORATE NAME

The name of the corporation is: Absolute Distribution Inc

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five thousand shares (5,000) of one dollar Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

|         |                           |         |           |
|---------|---------------------------|---------|-----------|
| NAME    | Absolute Distribution Inc |         |           |
| ADDRESS | 7193 Pembroke Road        |         |           |
| CITY    | Pembroke Pines            | FLORIDA | ZIP 33023 |

The name and street address of the Initial Registered Agent of this Corporation is:

|         |                      |         |           |
|---------|----------------------|---------|-----------|
| NAME    | Roy S. Wible         |         |           |
| ADDRESS | 16519 NW 27th Avenue |         |           |
| CITY    | Miami                | FLORIDA | ZIP 33054 |

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 director(s) of the corporation are as follows:

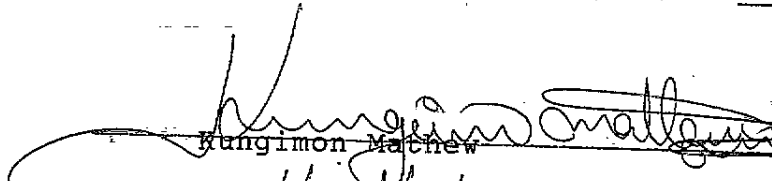
|         |                    |               |           |
|---------|--------------------|---------------|-----------|
| NAME    | Kungimon Mathew    |               |           |
| ADDRESS | 7193 Pembroke Road |               |           |
| CITY    | Pembroke Pines     | STATE Florida | ZIP 33023 |
| NAME    | Mini K. Mathew     |               |           |
| ADDRESS | 7193 Pembroke Road |               |           |
| CITY    | Pembroke Pines     | STATE Florida | ZIP 33023 |
| NAME    |                    |               |           |
| ADDRESS |                    |               |           |
| CITY    |                    | STATE         | ZIP       |


# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

|         |                    |       |                   |
|---------|--------------------|-------|-------------------|
| NAME    | Kungimon Mathew    |       |                   |
| ADDRESS | 7193 Pembroke Road |       |                   |
| CITY    | Pembroke Pines     | STATE | Florida ZIP 33023 |
| NAME    | Mini K. Mathew     |       |                   |
| ADDRESS | 7193 Pembroke Road |       |                   |
| CITY    | Pembroke Pines     | STATE | Florida ZIP 33023 |
| NAME    |                    |       |                   |
| ADDRESS |                    |       |                   |
| CITY    |                    | STATE | ZIP               |

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14th day of January, 19 98.

  
Kungimon Mathew (Seal)

  
Mini K. Mathew (Seal)

\_\_\_\_\_  
(Seal)

STATE OF FLORIDA

COUNTY OF DADE ) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Kungimon Mathew & Mini K, Mathew

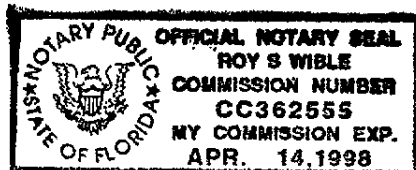
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 14th day of January, 19 98.

(Notary Seal)

  
(Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

*CERTIFICATE OF REGISTERED AGENT*

*OF*

ABSOLUTE DISTRIBUTION INC

*(name of corporation)*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 16519 NW 27th Avenue

Miami, Florida 33054

has named Roy S. Wible

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

*ACKNOWLEDGEMENT*

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

Roy S. Wible  
*(registered agent)*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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