

LAW OFFICES
CHARLES COURSHON & ASSOCIATES, P.A.
CITY NATIONAL BANK BUILDING
SUITE 527
300 71ST STREET
MIAMI BEACH, FLORIDA 33140

TELEPHONE (305) 867-0300
FAX (305) 867-0490

February 4, 1998

Secretary of State
Division of Corporation
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: New Filing Section

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-02/06/98--01096--001
***367.50 ***122.50

RE: AMRIKA REALTY CORPORATION
GATEWAY MARINE TERMINAL, INC.
FOOD CORPORATION OF AMERICA

~~TRANS MEDIA CORPORATION~~
TRANS MEDIA DISTRIBUTION INC.

Dear Sir :

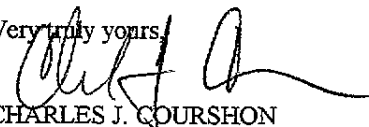
Enclosed for filing are two executed copies of Articles of Incorporations for the above- reference proposed Florida corporations, together with two checks in the amount of \$367.50 and the other check in the amount \$ 122.50 to cover the filing fee, Registered Agent's fee, copy of Articles of Incorporations fee and Certificate Under Seal.

We respectfully request that these corporations be filed for record immediately upon your receipt.

Please return one certified copy of each of the Articles of Incorporation to this office in the enclosed return envelope.

Thank you for your attention to this matter.

Very truly yours,


CHARLES J. COURSHON
CJC/je
ENCLOSURES

CHARLES C. GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. NAME
DATE 2-9-98
DOC. EXAM JN

FILED
98 FEB - 6 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 2-9-98

**ARTICLES OF INCORPORATION
OF
TRANS MEDIA DISTRIBUTION INC.**

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: TRANS MEDIA DISTRIBUTION INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

City National Bank Building
300 - 71st Street
Suite 527
Miami, Florida 33141

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at One Dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is :

Jeffrey Exposito
City National Bank Building
300-71st Street
Suite 527
Miami, Florida 33141

ARTICLE V
PURPOSE

The general nature of the business of businesses to be transacted is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI

This corporation shall exist perpetually.

ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is:

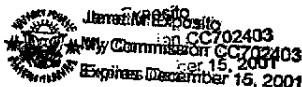
Jeffrey Exposito
City National Bank Building
300- 71st Street
Suite 527
Miami Beach, Florida 33141

IN WITNESS WHEREOF, I the undersigned, being the subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 5th day of Feb 1998


JEFFREY EXPOSITO

STATE OF FLORIDA
COUNTY OF DADE

Feb The foregoing instrument was acknowledged before me this 5th day of Feb, 1998 by as subscriber and Incorporator, who is personally known to me or who has produced his _____ as identification, and who did take an oath.



NOTARY PUBLIC
STATE OF FLORIDA

Sign: JME-3
Print: Janet M. Exposito

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered Agent, in the State of Florida.

1. The name of the corporation is: TRANS MEDIA DISTRIBUTION INC.
2. The name and address of the Registered Agent and office is:

JEFFREY EXPOSITO
(NAME)

Suite 527 , 300 71st Street
(P.O BOX NOT ACCETABLE)

Miami Beach, Florida , 33141
(CITY /STATE /ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE:
JEFFREY EXPOSITO

February 4th, 1998
DATE: