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NAME: ANDY'S DISTRIBUTORS, INC.

AUDIT NUMBER.....H98000004293

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1998

EMPIRE

SUBJECT: ANDY'S DISTRIBUTORS, INC.
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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ANDYS DISTRIBUTORS, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:

ANDYS DISTRIBUTORS, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of transportation, distribution, import, export etc. of all kind of general merchandise ----- and all other lawfull activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 921 S.W. 25th Avenue, Miami, Fla. 33135.

Prepared By:
Jose C. Jimenez, B.B.A. (Accountant)
454 N.W. 22nd Avenue, Suite 209
Miami, Florida 33125
Tel. (305) 541-4714

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ARTICLE VII

The name and address of the initial Registered Office of -- this corporation in the State of Florida is:

Andres Ramirez
921 S.W. 25th Avenue
Miami, Florida 33135

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors. The number of Directors, no less than one, no more than five and shall be fixed by resolution of the ---- stockholders at regular or special meetings, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board of Directors who shall serve as members thereof, are as ---- follows:

NAME	OFFICE	ADDRESS
Andres Ramirez	President and Secretary	921 S.W. 25th Avenue Miami, Fla. 33135

ARTICLE X

Distribution to incorporators is as follows:

Andres Ramirez	500 Shares	\$500.00 Value
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ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this corporation, owned by him first offer -- such stock to the remaining stockholders of this corporation and obtaining their refusal to purchase same, proceed to sell at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and --- additional powers now conferred upon it by the laws and the -- by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 3rd Day of March 1998.



Andres Ramirez - Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- ANDRES RAMIREZ -----

who after first being duly sworn, executed the foregoing ---- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official - seal at Miami, said County and State, this 3rd Day of March, 1998.



OFFICIAL NOTARY SEAL
JOSE C JIMENEZ
COMMISSION NO. CC417400
EXPIRATION DATE OCT. 30, 1998



NOTARY PUBLIC, State of Florida at large.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT=REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is ANDYS DISTRIBUTORS, INC.


The name and address of the Registered Agent and office is Andres Ramirez, 921 S.W. 25th Avenue, Miami, Fla. 33135.


Corporate Officer

Title: President

Dated: March 3, 1998.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further -- agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and --- accept the duties and obligations of section 607.325,, Florida Statutes.


Andres Ramirez, Registered Agent
accepting office.

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