

P9800029968

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. HISPANIC DIRECT FULFILMENT, INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #) **100002475071--2**
-04/01/98--01047--020
*******78.75 *****78.75**

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 98 APR -1 PM 1:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 98 APR -1 AM 11:04
 DIVISION OF CORPORATION

Examiner's Initials

FILED

98 APR - 1 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HISPANIC DIRECT FULFILLMENT, INC.

ARTICLE I - NAME

The name of this corporation is HISPANIC DIRECT FULFILLMENT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 SHARES of common stock at \$ 10.00

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 782 N.W. LEJEUNE ROAD SUITE #428 MIAMI, FL. 33126

The name of the initial registered agent of this corporation at that address is: Ciro Espinosa

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

<u>Ciro Espinosa</u>	<u>782 N.W. LeJeune Rd Suite#428</u> <u>Miami, FL. 33134</u>
_____	_____
_____	_____
_____	_____

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>Ciro Espinosa</u>	<u>782 N.W. LeJeune Rd Suite#428</u> <u>Miami, FL. 33134</u>
_____	_____

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present, the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24 day of March 1998.

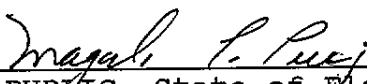


Ciro Espinosa

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

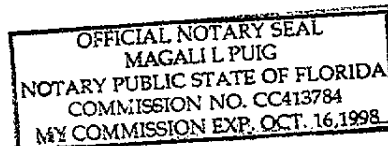
BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Ciro Espinosa to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 24 day of March 1998.



NOTARY PUBLIC, State of Florida at large

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STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the
Services of Process Within This State, Naming Agent
Upon Whom Process May Be Served and Names
and Addresses of the Officers
and
HISPANIC DIRECT FULFILLMENT, INC.

The following is submitted, in compliance with Chapter 48.091,
Florida Status: HISPANIC DIRECT FULFILLMENT, INC.

a corporation organized or organizing under the laws of the State
of Florida with its principal office at 782 N.W. LEJEUNE Road Suite
#428 Miami, FL. 33126 in the city of cooper, county of Dade, State
of Florida has named Ciro Espinosa located at 782 N.W. LEJEUNE Road
Suite #428 Miami, FL. 33126 County of Dade, State of Florida as its
agent to accept service of process within this State.

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
<u>Ciro Espinosa</u>	<u>PRES/SEC.</u>	<u>782 N.W. LeJeune Rd #428 Miami, FL. 33135</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

DIRECTORS:

NAME	SPECIFIC ADDRESS
Ciro Espinosa	782 N.W LEJEUNE Road #428 Miami, FL. 33126

BY Ciro Espinosa

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Ciro Espinosa

FILED
98 APR -1 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA