

P98000032751

OFFICE USE ONLY (Document #)

LEZARUS 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

300002483829
-04/09/98-01042-015
****122.50 ****122.50

OFFICE USE ONLY

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

- AS INTERNATIONAL DISTRIBUTORS INC.
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- 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

[Handwritten Signature]
4/9

Examiner's Initials

RECEIVED
 98 APR -9 AM 11:09
 DIVISION OF CORPORATION
 FILED
 98 APR -9 PM 12:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CERTIFICATION OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

RS INTERNATIONAL DISTRIBUTORS INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: One Hundred (100) shares, having a par value of (\$5.00) Five dollars per share.

C. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

98 APR -9 PM 12: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

D. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at the meetings of the stockholders of the corporation.

E. Liquidation Rights: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE SIX

NUMBER OF DIRECTORS

This corporation shall at all times have at least, one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all time have a minimum of one Director.

ARTICLE SEVEN

AMENDMENT

This certificate of incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows.

1. Amendment of this Certificate of Incorporation:

Required percentage 51%

2. Sale, lease or exchange of all of this corporation's property and assets, or of any property or assets of this corporation essential to the business of this corporation:

Required percentage 51%

3. Merger or consolidation of this corporation into or with any other corporation:

Required percentage 51%

4. Voluntary dissolution of this corporation:

Required percentage 51%

ARTICLE NINE

STOCKHOLDERS AND DIRECTORS

The names and addresses of the stockholders and directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
ROBERTO RIVERON	8856 S.W. 6 St. MIAMI, FLA. 33174	PRESIDENT	50
LETICIA RIVERON	8856 S.W. 6 St. MIAMI, FLA. 33174	SECRETARY TREASURER	50

ARTICLE ELEVEN

REGISTERED AGENT

The registered agent and the registered office of this corporation shall be: ROBERTO RIVERON

OFFICE: 8856 S.W. 6 ST., MIAMI, FLA. 33174

SUBSCRIBER, INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United State resident competent to contract, executes this Certificate of Incorporation as its the subscribers and directors The undersigned individuals shall hold office as a director until his successors have qualified, following their election or appointment. The -- street address of such individual shall be the initial street address in Florida of the principal office of this corporation. The corporation may change its principal office at any time.

SUBSCRIBER/DIRECTOR: ROBERTO RIVERON
LETICIA RIVERON

STREET ADDRESS/PRINCIPAL OFFICE:
8856 S.W. 6 ST., MIAMI, FLA. 33174

IN WITNESS WHEREOF, the undersigned subscriber does make,

subscriber, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

Date: APRIL 1, 1998

Roberto Riveron
ROBERTO RIVERON

Leticia A Riveron
LETICIA RIVERON

STATE OF FLORIDA) ss:
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

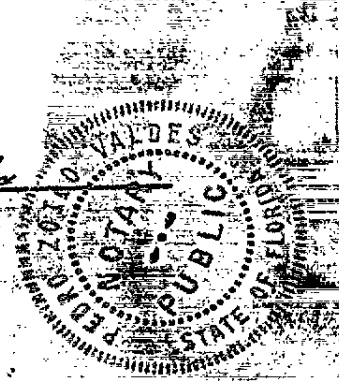
In witness whereof, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

Date: 4/1/98

Pedro Zoilo Valdes

My commission expires:

OFFICIAL NOTARY SEAL
PEDRO ZOILO VALDES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC076485
MY COMMISSION EXP. JUNE 26, 1999



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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

THAT RS INTERNATIONAL DISTRIBUTORS INC.
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION, AT THE CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED:

ROBERTO RIVERON,
AS ITS AGENT, TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.
ROBERTO RIVERON

, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: 
REGISTERED AGENT.

FILED
98 APR -9 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA