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ZARUS CORPORATE FILING SERVICE, INC.

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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002521838--1

-05/13/98--01067--005

****122.50 ****122.50

OFFICE USE ONLY

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

1. DISTRIBUIDORA INTERAMERICANA INC.
(Corporation Name) (Document #)

2. Translation: Interamerican Distributors Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECEIVED
98 MAY 3 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

☒ Walk
☐ Mail out

Pick up time 2.00

Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

FILED
98 MAY 14 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1998

LAZARUS

MIAMI, FL

SUBJECT: DISTRIBUIDORA INTERAMERICANA INC.
Ref. Number: W98000010894

TRANSLATION - INTERAMERICAN DISTRIBUTORS OF BOOKS INC

We have received your document for DISTRIBUIDORA INTERAMERICANA INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 598A00026577

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DIVISION OF CORPORATIONS

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98 MAY 14 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

DISTRIBUIDORA INTERAMERICANA DE LIBROS INC.

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

DISTRIBUIDORA INTERAMERICANA DE LIBROS INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, ~~and which common stock shall be of no par value~~ (shall have a par value of \$ 5.00 per share).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial principal address and registered offices of the corporation in the State of Florida shall be 1200 W. 4th Avenue, Hialeah, Florida 33012

_____ . The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is: Rafael A. Romero . Address: 1200 W. 4th Avenue, Hialeah, Fl. 33012

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than (1) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

NAME:

TITLE

ADDRESS

Rafael A. Romero

Pres/Sec/Dir. 1200 W. 4th Avenue, Hialeah, Fl

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

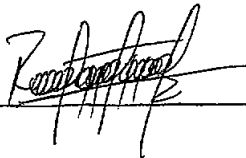
<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Rafael A. Romero	1200 W. 4th Avenue Hialeah, Fl. 33012	100	500.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

12th day of May, 1998.


_____ (SEAL)

_____ (SEAL)

_____ (SEAL)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: DISTRIBUIDORA INTERAMERICANA DE LIBROS INC.

2. The name and address of the registered agent and office is:

Rafael A. Romero

(NAME)

1200 W. 4th Avenue

(P.O. BOX NOT ACCEPTABLE)

Hialeah, florida 33012

(CITY/STATE/ZIP)

SIGNATURE


(corporate officer)

TITLE President

DATE 5/12/98

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



DATE 5/12/98

REGISTERED AGENT FILING FEE: \$35.00

FILED
98 MAY 14 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA