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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LEVINE & PARTNERS, P.A.

ACCT#: 074677001117

CONTACT: LIZ BREIER

PHONE: (305)372-1350

FAX #: (305)372-1352

NAME: AMERICAN DISTRIBUTION SERVICES, INC.

AUDIT NUMBER.....H98000009760

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

CERT. OF STATUS..0 PAGES..... 4

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 5/29/98

FA#: H98000009760

ARTICLES OF INCORPORATION OF  
AMERICAN DISTRIBUTION SERVICES, INC.

FILED  
98 MAY 26 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Corporation is AMERICAN DISTRIBUTION SERVICES, INC.

ARTICLE II  
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the corporation is: 510 Ocean Drive, Unit #300, Miami Beach, FL 33139.

ARTICLE V  
MAILING ADDRESS

The mailing address of the corporation is: 510 Ocean Drive, Unit #300, Miami Beach, FL 33139.

Alan W. Levine, Esq.  
LEVINE & PARTNERS, P.A.  
1110 Brickell Avenue, 7th Floor  
Miami, Florida 33131  
Telephone: (305) 372-1350  
Florida Bar Number: 866822

FA#: H98000009760

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**ARTICLE VI**  
**CAPITAL STOCK**

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

**ARTICLE IX**  
**OFFICERS**

The initial officer of the corporation is:

President:	Noel Terrones
Secretary:	Noel Terrones
Treasurer:	Noel Terrones

**ARTICLE X**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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**ARTICLE XI  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
ALAN W. LEVINE, ESQ.

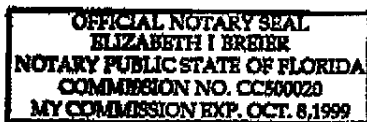
STATE OF FLORIDA :  
                              : SS:  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 26<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



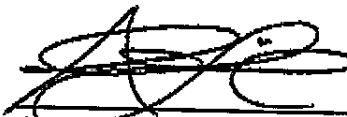
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**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT AMERICAN DISTRIBUTION SERVICES, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.  
LEVINE, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL 33131,  
ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF  
FLORIDA.



ALAN W. LEVINE, ESQ.  
INCORPORATOR  
MAY 26, 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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE, ESQ.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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