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305-871-0550

RAFAEL MOREL CFA P.A.

PAGE 01

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((H98000010829 3))

TO: DIVISION OF CORPORATIONS  
(850)922-4001

FAX #:

FROM: MIT PRODUCTS AND SERVICE, INC.  
070402002741

ACCT#:

CONTACT: RAFAEL MOREL  
PHONE: (305)871-0008  
(305)871-0550

FAX #:

NAME: SCOTT DISTRIBUTOR CORPORATION  
AUDIT NUMBER.....H98000010829  
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PAGE 02  
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ARTICLES OF INCORPORATION

OF

SCOTT DISTRIBUTOR CORPORATION

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

SCOTT DISTRIBUTOR CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3690 S.W. 28 STREET  
MIAMI, FLORIDA 33133

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: 1000 SHARES, ONE DOLLAR PAR VALUE PER SHARE.

ARTICLE IV-PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares as the price at which it is offered to others.

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PREPARED BY: MIT PRODUCTS & SERVICE, INC.  
6555 N.W. 36TH ST. STE. 301  
MIAMI, FL. 33166  
PHONE (305) 871-0008

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ARTICLE V-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

IRANI VENANCIO SCOTT  
3690 S.W. 28 STREET  
MIAMI, FLORIDA 33133

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

This corporation shall have (1) (one) director initially, The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) on this corporation is (are):

IRANI VENANCIO SCOTT  
3690 S.W. 28 STREET  
MIAMI, FLORIDA 33133

ARTICLE VII

OFFICER(S) AND SUBSCRIBER(S)

The officer(s) and subscriber(s) of this corporation is as follow:

IRANI VENANCIO SCOTT	PRESIDENT/TREASURER/ SECRETARY/DIRECTOR	100 SHARES
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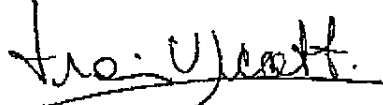
ARTICLE VIII

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

IRANI VENANCIO SCOTT  
3690 S.W. 28 STREET  
MIAMI, FLORIDA 33133

The undersigned has (have) executed these Articles of Incorporation this  
10TH Day of June, 1998



IRANI VENANCIO SCOTT/INCORPORATOR  
Signature/ Title

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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: SCOTT DISTRIBUTOR CORPORATION

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

IRANI VENANCIO SCOTT  
(NAME)

3690 S.W. 28 STREET  
(ADDRESS)

MIAMI, FLORIDA 33133  
(CITY/STATE/ZIP)

SIGNATURE *I. Venancio Scott*

TITLE President

DATE June 10, 1998

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 *I. Venancio Scott*

DATE June 10, 1998

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