

OFFICE USE ONLY

198000052052

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

OFFICE USE ONLY

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

1. B.S. DISTRIBUTORS, INC.
(Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #) **300002531493-8**

-05/21/98-01047-017
*****122.50 ***122.50**

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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

FILED
98 JUN 10 PM 3:41
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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

~~1198 #1695~~
NA
698A 32651

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 21, 1998

LAZARUS

MIAMI, FL

SUBJECT: S.A.S. DISTRIBUTORS, INC.
Ref. Number: W98000011695

We have received your document for S.A.S. DISTRIBUTORS, 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: 098A00028714

RECEIVED
98 JUN 10 PM 3:27
DIVISION OF CORPORATION

FILED

98 JUN 10 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SALES AGGREGATES SERVICES, INC.

ARTICLE I - NAME

The name of this corporation is

SALES AGGREGATES SERVICES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - ADDRESS

The mailing address of the corporation is 2701 LeJeune Road, Suite 407, Coral Gables, Florida 33134.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of NO par value common stock, which shall be designated "Common Stock".

ARTICLE VI- PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 2701 LeJeune Road, Suite 407, Miami, Florida 33134, and the name of the initial registered agent of this corporation is GASTON R. ALVAREZ.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have FIVE (5) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than ONE.

The names and addresses of the initial directors of this corporation are:

NEIL CARTY	58-4 Fortuna Charlotte Amalie, St. Thomas, US Virgin Islands 00803
OTTMAR CHAVEZ	Petunia St. #P-9 Parques de Santa Maria Puerto Rico 00927
JOSE M. TORANO	E.S.J. Towers, Apt. #1176 Carolina, Puerto Rico 00979
JOSE ABRAMS	Villa de Espana, #5 Isabela, Puerto Rico 00662
JUAN LARIOS	Arroyo A15 El Remanso, P. Rico, 00926

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

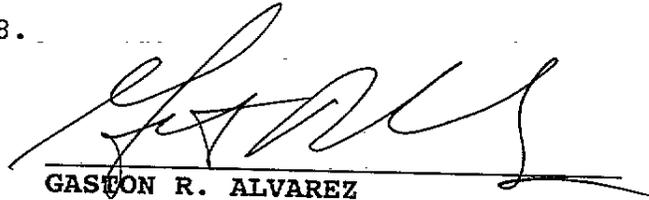
ARTICLE X - INCORPORATOR

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

GASTON R. ALVAREZ

2701 LeJeune Road, Suite 407
Coral Gables, FL 33134

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 20~~th~~ day of MAY, 1998.


GASTON R. ALVAREZ

STATE OF FLORIDA)

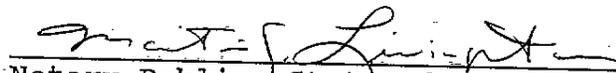
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GASTON R. ALVAREZ, known to me and known by me to be the person who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20~~th~~ day of MAY, 1998.



Martin J Livingston
My Commission CC640197
Expires April 20, 2001


Notary Public, State of Florida at Large
MARTIN J. LIVINGSTON
Printed Notary Signature

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE EFFECTIVE

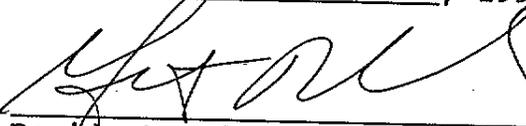
In compliance with Section 607.0501 of the Florida
Statutes, the following is submitted:

SALES AGGREGATES SERVICES, INC.
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business in the City of Miami,
County of Dade, State of Florida, has named GASTON R. ALVAREZ
located at 2701 LeJeune Road, Suite 407, City of Coral Gables,
County of Miami Dade, State Florida 33134 as its agent to accept
service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby agree 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.

Dated this 20th day of MAY, 1999


Resident and Registered Agent
GASTON R. ALVAREZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 10 PM 3:41

FILED