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011 (525) 546-8023

June 3, 1998

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Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

(VIA FEDERAL EXPRESS)

Re: Materials Management & Distribution, Inc. - Florida Incorporation

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation for Materials Management & Distribution, Inc. Also enclosed is a check made payable to the Florida Department of State in the amount of \$70.00 for filing fees.

Please file the above enclosed articles and return all documentation to the incorporator, Richard Waggoner, at Gardere & Wynne, 1601 Elm Street, Suite 3000, Dallas, Texas 75201.

If you have any questions, please call the undersigned collect at (214) 999-4510.

Sincerely,

*Richard L. Waggoner*

Richard L. Waggoner

RLW:yyw

Enclosures

552802:119720/1

FILED  
98 AUG 12 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W98-13037

m 8/13/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 8, 1998

GARDERE & WYNNE, L.L.P.  
3000 THANKSGIVING TOWER  
1601 ELM STREET  
DALLAS, TX 75201-4761

SUBJECT: MATERIALS MANAGEMENT & DISTRIBUTION, INC.  
Ref. Number: W98000013037

We have received your document for MATERIALS MANAGEMENT & DISTRIBUTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 398A00032056

FILED

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ARTICLES OF INCORPORATION  
OF  
MATERIALS MANAGEMENT & DISTRIBUTION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Materials Management & Distribution, Inc. (the "Corporation").

ARTICLE II

The street address of the initial principal office of the Corporation, and the Corporation's mailing address, is 3630 Southwest 112th Avenue, Miami, Florida 33165.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which the Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

The street address of the initial registered office of the Corporation is 3630 Southwest 112th Avenue, Miami, Florida 33165, and the name of the initial registered agent of the Corporation at such address is Luis Puebla.

ARTICLE VI

The Corporation is authorized to issue one class of capital stock to be designated Common Stock. The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is One Million (1,000,000) shares, one cent (\$0.01) par value per share.

ARTICLE VII

Cumulative voting in the election of directors is expressly prohibited.

## ARTICLE VIII

No shareholder of the Corporation shall by reason of his holding shares of stock of the Corporation have a preemptive or preferential right to acquire additional, unissued, or treasury shares of any class or series of stock of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares, whether such shares be now or hereafter authorized.

## ARTICLE IX

The number of directors shall be fixed in the manner provided in the Bylaws of the Corporation. The initial Board of Directors will consist of four (4) directors, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

| <u>Name</u>      | <u>Address</u>                                      |
|------------------|---|
| Luis A. Puebla   | 3630 SW 112th Avenue<br>Miami, Florida 33165        |
| Manuel F. Blanco | 8655 NW 2 Terr.<br>Miami, Florida 33144             |
| Clemente Acebo   | 6130 W. 19th Avenue, #310<br>Hialeah, Florida 33012 |
| Roberto Grandal  | 13786 SW 155 Terr.<br>Miami, Florida 33177          |

## ARTICLE IX

To the fullest extent permitted by Florida statutory or decisional law, as the same exists or may hereafter be amended or interpreted, a director of the Corporation shall not be liable to the Corporation or its shareholders for any act or omission in such director's capacity as a director. Any repeal or amendment of this Article, or adoption of any other provision of these Articles of Incorporation inconsistent with this Article, by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability to the Corporation or its shareholders of a director of the Corporation existing at the time of such repeal, amendment, or adoption of an inconsistent provision.

ARTICLE X

The name and address of the incorporator are as follows:

Name

Address

Richard L. Waggoner

1601 Elm Street  
Suite 3000  
Dallas, Texas 75201

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 22nd day of May,  
1998.

A handwritten signature in cursive script that reads "Richard L. Waggoner". The signature is written in dark ink and is positioned above a horizontal line.

Richard L. Waggoner

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

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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 Materials Management & Distribution, Inc.
2. The name and address of the registered agent and office is:

Luis A. Puebla  
3630 SW 112th Avenue  
Miami, Florida 33165

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

8/5/98  
\_\_\_\_\_  
DATE

FILED  
98 AUG 12 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA