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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

~~I.S.C. INC.~~
I.S.C. DISTRIBUTOR INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 10, 1998

FAS-T CORP AGENTS INC

SUBJECT: I.S.C. INC.
REF: W98000020598

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ARTICLES OF INCORPORATION

OF

I.S.C. DISTRIBUTOR INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

I.S.C. DISTRIBUTOR INC.

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION A:

Merchandise distributor and any legal business.

SECTION B:

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent of factor.

SECTION C:

In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, negotiable and transferable instruments and evidences of indebtedness of all kinds whether secured by mortgage, pledge, deed of trust or otherwise.

Prepared By: Dory de los Santos - Phone: 305- 266-1152
7950 W. Flagler St., #107 - Miami, FL 33144

- 1 -

SECTION D:

To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

SECTION E:

Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out the powers hereinabove specifically delegated or implied.

A R T I C L E I I I

The stock of this Corporation shall be divided into 60 shares of stock of the No Par Value per share, all of one class, namely, Common Stock. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

A R T I C L E I V

The amount of capital with which this Corporation shall begin business shall be no less than one thousand dollars (\$1,000.00)

A R T I C L E V

The principal place of business of the Corporation shall be at 26204 SW 128 Ct., Miami, Fl. 33034 with the privilege of having branch offices within and without the State of Florida.

A R T I C L E V I

This Corporation shall have perpetual existence.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than (1) Director, the exact number of Directors to be fixed by the By-Laws of this Corporation.

ARTICLE VIII

The name and post office addressee of the first Board of Director of this Corporation, who shall hold office until the organization meeting of this corporation, and until his successors are elected and have qualified is:

CARLOS SANTAMARIA, President/Secretary
15403 SW 77 CIR. LN, BLDG. 1 - APT. 203
MIAMI, FL. 33034

ILEANA J. MONTES, VICE-PRESIDENT/TREASURER
26204 SW 128 CT., MIAMI, FL 33034

The initial registered agent of the Corporation at the initial registered office of this Corporation will be:

CARLOS SANTAMARIA,
26204 SW 128 CT., MIAMI, FL 33034

ARTICLE IX

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

CARLOS SANTAMARIA,
26204 SW 128 CT., MIAMI, FL 33034

ARTICLE X

The provisions of this Charter, and each and every article and section hereof, and the By-Laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

A R T I C L E X I

The number of shares that this Corporation is authorized to have outstanding at any time is SIXTY (60) shares of common stock, No Par Value.



CARLOS SANTAMARIA, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES, as may be amended, the following is submitted:

That, I.S.C. Distributor Inc. desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 26204 SW 128 CT. MIAMI, FL. 331034 has named CARLOS SANTAMARIA as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, CARLOS SANTAMARIA hereby agrees to act in his capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.


CARLOS SANTAMARIA

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