

9/14/98

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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

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NAME: YELLOW DISTRIBUTORS CORP.

AUDIT NUMBER.....H98000017132

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

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ARTICLES OF INCORPORATION 498000017132

OF

YELLOW DISTRIBUTORS CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation is YELLOW DISTRIBUTORS CORP., and its principle place of business is 225 Alcazar Avenue, Coral Gables, Florida 33134.

ARTICLE TWO

DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSES

The general purpose for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single class, and shall have a par value of \$1.00 per share.

Prepared by:
Raul Gastasi, Jr., Esq.
225 Alcazar Avenue
Coral Gables, FL 33134
305-557-5885

FBN- 825778

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EMPIRE CORP

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ARTICLE FIVE

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REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 225 Alcazar Avenue, Coral Gables, Florida 33134, and the name of its registered agent at such address is RAUL GASTESI, JR.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one.
The names and addresses of the persons who is to serve as the members of the initial board of directors is:

RAUL GASTESI, JR. - President
225 Alcazar Avenue
Coral Gables, Florida 33134

ARTICLE SEVEN

INCORPORATORS

The names and address of the incorporator is:

RAUL GASTESI - President
225 Alcazar Avenue
Coral Gables, Florida 33134

Executed by the undersigned at Miami, Dade County, Florida, this 10th day of September,

1998.


RAUL GASTESI, JR.

H98000017132

STATE OF FLORIDA)
)
COUNTY OF DADE)

SS:

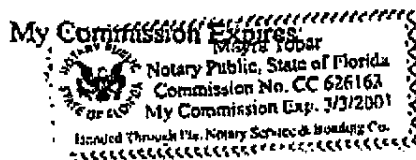
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BEFORE ME, the undersigned authority, personally appeared Raul Gastesi, Jr. to me known to be the person described herein or who provided _____ as identification, who subscribed the above Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Dade County, Florida this 10th day of September, 1998.



NOTARY PUBLIC, State of Florida
At Large



H98000017132

ACKNOWLEDGMENT OF APPOINTMENT

H98000017132

BY REGISTERED AGENT

Having been named as registered agent for YELLOW DISTRIBUTORS CORP., at 225 Alcazar Avenue, Coral Gables, FL 33134, I hereby agree to act in such capacity and agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, relative to the complete and proper performance of the duties of registered agent, and am familiar with and accept the obligations of registered agent.


 Registered Agent: PAUL GASTESI, JR.

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