

Cover Letter

Delas Distributors, Inc.
% Susana D. Wolff
tel- (305) 805-9933
7381 N.W. 54 street
Miami, Fl. 33166

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE OF INCORPORATION
DELAS DISTRIBUTORS, INC.

Article I
NAME OF CORPORATION

The name of this corporation shall be:
DELAS DISTRIBUTORS, INC.

With the principal place of business located at:
7381 N.W. 54th Street
Miami, FL 33166

Article II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

Article III
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Common Stock, par value \$0.01 (one U.S. cent) per share.

Article IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this Corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V
INITIAL REGISTERED OFFICE

The street address of the registered office of this Corporation is:
7381 N.W. 54th Street
Miami, FL 33166

The name of the initial REGISTERED AGENT of this Corporation is:
SUSANA D. WOLFF

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Article VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Director(s) initially, the number of Directors may be either increased or diminished from time to time the bylaws, but shall never be less than one

(1). The initial Director(s) of this Corporation is/are:

Susana D. Wolff
Maria Olga de la Maza

Article VII
INCORPORATOR

The name and address of the person signing this article is:

SUSANA D. WOLFF
7381 N.W. 54th Street
Miami, FL 33166

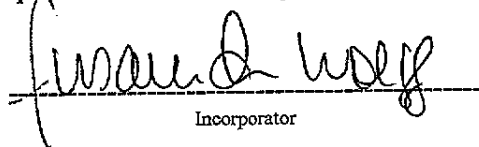
Article VIII
MANAGEMENT OF CORPORATION SHAREHOLDERS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the Director of, shareholders of this Corporation.

Article IX
BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested en the BOARD OF DIRECTORS and the SHAREHOLDER.

IN WITNESS WHEREOF, The undersigned incorporator has executed these Article of Incorporation this 27th Day of August of 1998.


Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED

WITNESSETH:

That DELAS DISTRIBUTORS, INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida has appointed:

SUSANA D. WOLFF

As its agent accept service of process within the State.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of:

DELAS DISTRIBUTORS, INC.

To accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said Corporation, and agree to comply with the applicable provision of the Florida Statutes.

This 27th day of August, 1998


Registered Agent

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED.

DELAS DISTRIBUTORS, INC.

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND SHE ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID

THIS 31 DAY OF August, 1998


NOTARY PUBLIC
STATE FLORIDA AT LARGE.

My commission expires:

Notary Public State of Florida
TINA ZAGERMAN
Commission # CC742809
Expires 8/28/2002

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