

LAW OFFICES

ANTHONY J. BEISLER III, P.A.

ANTHONY J. BEISLER III

ALSO MEMBER TEXAS BAR

1001 NORTHEAST 26TH STREET

FORT LAUDERDALE, FLORIDA 33306

(305) 565-1607

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CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

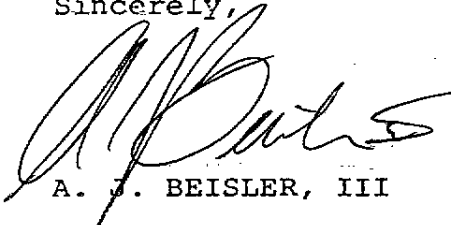
Gentlemen:

Enclosed herewith for filing are papers for the incorporation
of

Please find a check for the necessary Charter Tax, filing fee,
certified copy, reservation of name, and registration of Design-
ated Resident Agent.

Your cooperation is appreciated. If there are any questions,
concerning any of this, please contact this office as we repre-
sent the incorporator.

Sincerely,



A. J. BEISLER, III

AJB:je

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 AM 9:40

B. BROCK SEP 25 1998

ARTICLES OF INCORPORATION
OF
PAN AMERICAN DISTRIBUTORS, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and execute the following articles of Incorporation for the purpose of forming a Corporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 AM 9:40

ARTICLE I

The name of the corporation shall be:

PAN AMERICAN DISTRIBUTORS, INC.

and its initial post office address and its principle office for the conduct of business is: 3315 N.E. 15th Street
Ft. Lauderdale, Fl. 33304

ARTICLE II

The corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE III

The general purpose of the corporation is to conduct, engage in, or transact any or all lawful business by which any corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV

The amount of capital with which the corporation will begin business is \$100.00 . The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V

The corporation shall have its initial registered office at: 1001 N.E. 26th Street, Ft. Lauderdale, Fl. 33305

and

ANTHONY J. BEISLER III will be the initial resident agent at said address.

ARTICLE VI

The corporation shall have 1 director constituting the initial Board of Directors. The number of directors may be increased or diminished hereafter and from time to time as provided by the By-laws. The name and address of the initial Board of Directors is as follows:

ANNE HOULE-CASE
3315 N.E. 15th Street
FT. Lauderdale, Fl. 33304

ARTICLE VII

The name and address of the incorporator and initial registered agent is as follows:

ANNE HOULE-CASE
3315 NE 15th Street
Ft. Lauderdale, Fl.
33304

ANTHONY J. BEISLER III
1001 NE 26th Street
Ft. Lauderdale, Fl.
33305

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law and every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholders meeting by the majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has hereunto
affixed ^{her} ~~his~~ seal and subscribed ^{her} ~~his~~ name on this 23rd day of
SEPTEMBER, 1998.




ANNE HOULE-CASE

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

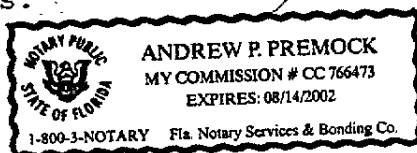
I HEREBY CERTIFY that on this day before me, the undersigned officer, personally appeared ANNE HOULE-CASE who is personally known to me, and knowledges that she is the person who signed the attached and foregoing instrument for the purposes stated therein.

WITNESS my hand and official seal in the County and State aforesaid on this 23rd day of SEPTEMBER, 1998.



NOTARY PUBLIC

My Commission expires:



STATE OF FLORIDA
OFFICE SECRETARY OF STATE

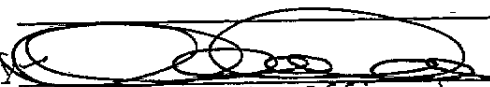
Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091. Florida Statutes, the following is submitted in compliance with said Act:

First-That PAN AMERICAN DISTRIBUTORS, INC.
a coporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Fort Lauderdale, County of Broward, State of Florida has named ANTHONY J. BEISLER III located at 1001 NE 26th Street, Ft. Lauderdale, Fl. 33305 (Street address and number of building, P.O. Box address not acceptable)
City of Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

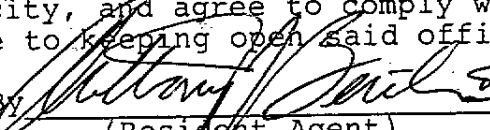
OFFICERS:	AFFIX TITLES: NAME	SPECIFIC ADDRESS
ANNE HOULE-CASE	PRES./SEC./TREA.	3315 NE 15th Street Ft. Lauderdale, Fl. 33305

DIRECTORS: (THREE (3) Required by Law)	SPECIFIC ADDRESS
NAME	
same as above	

BY 
(Corporate Officer)

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY 
(Resident Agent)
ANTHONY J. BEISLER III

It is necessary to file this certificate within thirty days after filing Certificate of Incorporation, as to domestic Corporations and within thirty days after issuance of permit to foreign coporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 24 AM 9:40