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Abercrombie Accounting, Inc.

Small Business Specialist

16115 SW 117th Avenue, Suite 25 • Miami, FL 33177 • (305) 253-8713

October 9, 1998

Bureau of Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

Re: SILVER LINING DISTRIBUTING, INC.

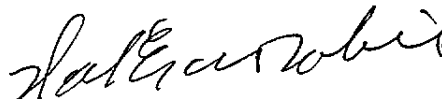
Gentleman:

Enclosed for filing is an executed original and one copy of the Articles of Incorporation of the above referenced corporation and a Certificate of Registered Agent. Enclosed please find a check for \$122.50 for the following items:

Filing Fee for Articles of Incorporation	\$ 35.00
Filing Fee for Certificate of Registered Agent	35.00
Fee for certified copy of Articles of Corporation	<u>52.50</u>
	\$122.50

Please return the certified copy to the undersigned.

Very truly yours,



Wray Abercrombie
Abercrombie Accounting, Inc.
16115 SW 117 Avenue, Suite 25
Miami, FL 33177

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 3:09

Enclosures: Original and one copy of Articles of Incorporation and Certificate of Registered Agent

B. BROCK OCT 13 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 3:08

ARTICLES OF INCORPORATION
FOR
SILVER LINING DISTRIBUTING, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SILVER LINING DISTRIBUTING, INC.

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under the Florida General Corporation Act. The principal office address is at 16115 SW 117th Avenue, Suite 22, Miami, Florida 33177.

ARTICLE III

The total authorized stock of this corporation shall consist of 100 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or service actually performed in lieu of cash, at a just valuation to be fixed by the board of Directors of this Corporation.

Shareholders shall have no preemptive rights.

Cumulative voting shall not be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be located at 16115 SW 117th Avenue, Suite 22, Miami, Florida 33177. The initial registered agent at that address shall be Willy Peeters, Social Security Number 595-57-9214. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

ARTICLE VII

The name and address of the initial director of this corporation, who shall hold office for the first year or until their successors are duly elected and have qualified, shall be:

Willy Peeters
16115 SW 117th Ave, Suite 22
Miami FL 33177

Director

Maggie De Weirdt
16115 SW 117th Ave, Suite 22
Miami FL 33177

Director

The principal mailing address shall be: the same.

ARTICLE VIII

The name and address of the Incorporator is Willy Peeters, Social Security Number 595-57-9214, of 16115 SW 117th Ave, Suite 22, Miami FL 33177.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, of who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.

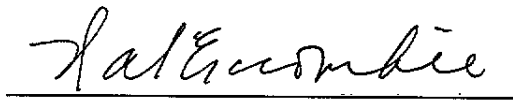
IN WITNESS WHEREOF, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of October 1998.


Willy Peeters
Incorporator

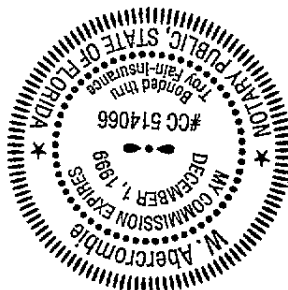
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Willy Peeters, known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that they executed the same for the purpose herein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 9th day of October 1998.


Notary Public
State of Florida

My Commission Expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with the laws of Florida, the following is submitted:

First, that SILVER LINING DISTRIBUTING, INC. desiring to organize under the laws of Florida, has named Willy Peeters of 16115 SW 117th Ave, Suite 22, City of Miami, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, the undersigned hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

By: 
Willy Peeters
Registered Agent

Dated: This 9th day of October 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 12 PM 3:08