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October 21, 1998

Division of Corporation  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32314

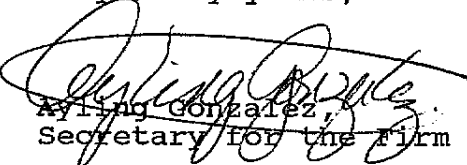
300002669763--8  
-10/22/98-01033-014  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation of  
EMPRESS DISTRIBUTORS, INC.

Gentlemen:

Enclosed please find check in the amount of \$122.50 made payable to the Secretary of State for the filing of the above corporation. I have attached an original and one copy of the articles for processing. Please forward our copy via Federal Express using the enclosed airbill. Thank you.

Very truly yours,

  
Arling Gonzalez,  
Secretary for the firm

/amg  
CORP4.LTR

Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 22 AM 8:25

B. BROCK OCT 23 1998

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DIVISION OF CORPORATIONS  
98 OCT 22 AM 8:25

ARTICLES OF INCORPORATION OF  
EMPRESS DISTRIBUTORS, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be EMPRESS DISTRIBUTORS, INC.

II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of \$1.00 par values.

### IV

The amount of capital with which this corporation shall begin business shall be \$1,000.00.

### V

The existence of this corporation shall be perpetual.

### VI

The principal office of this corporation shall be located at:

7400 N.W. 7TH STREET, SUITE 110  
MIAMI, FLORIDA 33126

### VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than three (3) members.

VIII

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

MARTHA ELORTEGUI  
7400 N.W. 7TH STREET, SUITE 110  
MIAMI, FLORIDA 33126

IX

The registered agent and the registered office for this corporation is:

LUIS J. RIVERO, ESQUIRE  
782 N.W. 42 AVENUE, STE. 534  
MIAMI, FLORIDA 33126

X

The name of the subscriber to these Articles of Incorporation, is MARTHA ELORTEGUI. The total aggregate amount of shares he agrees to take shall be the sum of 1,000 at \$1.00 par value for a total amount of \$1,000.00. The address shall be:

7400 N.W. 7TH STREET, SUITE 110  
MIAMI, FLORIDA 33126

XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

MARTHA ELORTEGUI, Director and President

XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there

shall be elected a minimum of two directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: President, Vice-President, Secretary and Treasurer and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
LUIS J. RIVERO, ESQUIRE

IN WITNESS WHEREOF, we have hereunto made, subscribed and acknowledged these Articles of Incorporation.

  
MARTHA ELORTEGUI

STATE OF FLORIDA     )  
COUNTY OF DADE     )


BEFORE ME, the undersigned authority did personally appeared the person known by me to be, MARTHA ELORTEGUI, who is personally known to me and who after being duly sworn, acknowledged the foregoing to be her act and deed.

WITNESS my hand and seal this 21 day of October, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

EMPRESS.CO1

 AYLING D. GONZALEZ  
COMMISSION # CC 649145  
EXPIRES JUL 28, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT 22 AM 8:25