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PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW
1110 BRICKELL AVENUE
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MARK E. FRIED

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November 12, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/16/98--01119--006
*****70.00 *****70.00

**Re: New Filing of Articles of Incorporation of
AMERICA BRANDS DEPOT, INC.**

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of America Brands Depot, Inc., Certificate of Registered Agent, a copy of the same, and a check in the amount of \$70.00 for the filing fee. Please return a stamped-in copy of the Articles in the self-addressed, stamped envelopes enclosed herewith.

Thank you for your services.

Sincerely,

MARK E. FRIED, P.A.

By


MARK E. FRIED, ESQ.

MEF/mep

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/16/98


**ARTICLES OF INCORPORATION
OF
AMERICA BRANDS DEPOT, INC.**

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation: AMERICA BRANDS DEPOT, INC.

ARTICLE ONE - NAME

The name of the corporation is:

AMERICA BRANDS DEPOT, INC.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of \$1.00 par value, common stock.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

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TALLAHASSEE, FLORIDA

ARTICLE SIX - ADDRESS

The initial address of the principal office of this corporation is:

2250 N.W. 96th Avenue
Miami, FL 33172

ARTICLE SEVEN - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be One (1). The number of Directors may either be increased or decreased as provided in the Bylaws.

The name and address of the initial Director of this Corporation is:

JOSE A. RODRIGUEZ
2250 N.W. 96th Avenue
Miami, FL 33172

ARTICLE EIGHT - INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARK E. FRIED	1110 Brickell Avenue Suite 700 Miami, Florida 33131

ARTICLE NINE - REGISTERED AGENT

The name and address of the Registered Agent for service of process of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARK E. FRIED	1110 Brickell Avenue Suite 700 Miami, Florida 33131


ARTICLE TEN


These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 12 day of November, 1998.


As Incorporator


As Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, MARK E. FRIED, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of AMERICA BRANDS DEPOT, INC., and he acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 12th day of November, 1998.

My commission expires:



Aracely D.C. Perez
MY COMMISSION # CC767778 EXPIRES
October 20, 2002
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC STATE OF FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
AMERICA BRANDS DEPOT, INC.

In pursuant of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That AMERICA BRANDS DEPOT, INC. is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, and has named MARK E. FRIED, 1110 Brickell Avenue, Suite 700, Miami, Florida 33131 as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT

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



MARK E. FRIED

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