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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

WORLD TRANSIT DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

WORLD TRANSIT DISTRIBUTORS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: WORLD TRANSIT DISTRIBUTORS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
%Alman, 17290 N.E. 19th Avenue, North Miami Beach, FL 33162e

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 shares of common stock, at \$1 par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:
Martin H. Alman, 17290 N.E. 19th Avenue
North Miami Beach, FL 33162

ARTICLE V - DIRECTOR(S)

The name(s) of the director(s) is(are): Oleg Klets, Pres./Sec. 10 shares
Adam Silvermann VPres./Treas. 10 shares

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Martin H. Alman, 17290 N.E. 19th Avenue
North Miami Beach, FL 33162

The undersigned has executed these Articles of Incorporation this 13 day of
January, 1999.

Prepared by:
Martin Alman
17290 NE 19th Ave.
North Miami Beach, FL 33162
305-944-5353


Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WORLD TRANSIT DISTRIBUTORS, INC

2. The name and address of the registered agent and office is:

Martin H. Alman

(Name)

17290 N.E. 19th Avenue

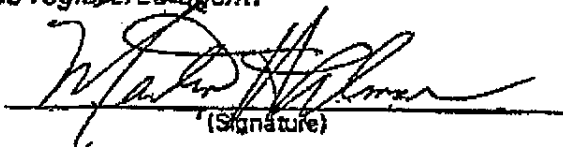
(P.O. Box not acceptable)

North Miami Beach, FL 33162-2210

(City/State/Zip)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

01 / 13 / 99
(Date)