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Thursday, January 14, 1999

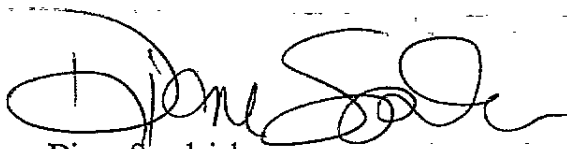
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*****78.50 *****78.50

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Would you please file these paper of Incorporation for UNIQUE DISTRIBUTION ENTERPRISE, INC.
back a certified copy. I have included a check for \$78.50.

Thank you.



Diane Spodnick
3240 N. Powerline Rd.
Pompano Beach, FL 33069
Tel: 954-971-0557

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

UNIQUE DISTRIBUTION ENTERPRISE, INC.

ARTICLE I - NAME

The name of this corporation is:

UNIQUE DISTRIBUTION ENTERPRISE, INC.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock with a nominal or par value of \$1.00.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation
3240 N. Powerline Rd. , Pompano Beach , County of Broward ,
State of Florida , and the name of the initial registered agent of this corporation at this address
is Diane Spodnick its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:

3240 N. Powerline Rd.
Pompano Beach, FL 33069

This document was prepared by: Louise Albert
1511 E. Commercial Blvd., Suite 128
Fort Lauderdale, Florida 33334
(954)788-9585

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is :

	<u>NAME</u>	<u>ADDRESS</u>
President:	Diane Spodnick	3240 N. Powerline Rd. Pompano Beach, FL 33069

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Diane Spodnick
3240 N. Powerline Rd.
Pompano Beach, FL 33069

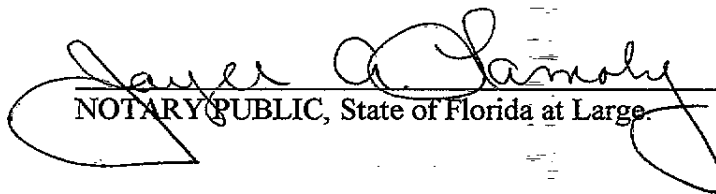
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of Unique Distribution, Inc. 14th day of January, 1999.


SUBSCRIBER

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared Diane Spodnick known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13 day of January, 1999.


NOTARY PUBLIC, State of Florida at Large.

My commission expires:



ACKNOWLEDGMENT

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.


REGISTERED AGENT

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