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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

N.F.T. DISTRIBUTORS, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION
of

N.F.T. DISTRIBUTORS, INC.

WE, THE UNDERSIGNED, MARGARITA ALVAREZ, DOMINGA H. LOPEZ AND LAZARO N. ALVAREZ hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

N.F.T. DISTRIBUTORS, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To engage in any legal business.
b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.

c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the power hereinabove specifically delegated of implied.

Prepared By: Alfredo Sanchez, Accountant
5200 S.W. 8 Street, Suite 107
Coral Gables, FL 33134
(305) 445-9025

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TALLAHASSEE, FLORIDA

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ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock of ONE HUNDRED DOLLARS PAR value.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED AND 00/100 DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be: 5675 20TH AVENUE S.W., NAPLES, FL 34116 and with the privilege of having branch offices at other places within or without the State of Florida.

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ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be LAZARO N. ALVAREZ.

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

| NAME | ADDRESS |
|-------------------|---|
| MARGARITA ALVAREZ | 5675 20TH AVENUE S.W. NAPLES, FL 34116 |
| DOMINGA H. LOPEZ | 5675 20TH AVENUE S.W. NAPLES, FL 34116 |
| LAZARO N. ALVAREZ | 5675 20TH AVENUE S.W. NAPLES, FL 34116 |

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

| NAME | TITLE | ADDRESS |
|-------------------|-------------------------|---|
| MARGARITA ALVAREZ | PRESIDENT | 5675 20TH AVENUE S.W. NAPLES, FL 34116 |
| DOMINGA H. LOPEZ | VICE-PRESIDENT | 5675 20TH AVENUE S.W. NAPLES, FL 34116 |
| LAZARO N. ALVAREZ | SECRETARY/ TREASURER | 5675 20TH AVENUE S.W. NAPLES, FL 34116 |

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

| NAME | ADDRESS | NUMBER OF SHARES |
|-------------------|---|------------------|
| MARGARITA ALVAREZ | 5675 20TH AVENUE S.W. NAPLES, FL 34116 | 35 |
| DOMINGA H. LOPEZ | 5675 20TH AVENUE S.W. NAPLES, FL 34116 | 16 |
| LAZARO N. ALVAREZ | 5675 20TH AVENUE S.W. NAPLES, FL 34116 | 49 |

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ARTICLE XII

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


In compliance with Section 48.091, Florida Statutes, the
following is submitted:

First, that N.F.T. DISTRIBUTORS, INC. desiring to
organize or qualify under the law of the State of Florida,
with its principal place of business at City of Naples,
state of Florida, has named LAZARO N. ALVAREZ of 5675 20TH
AVENUE S.W., NAPLES, FLORIDA 34116 as its agent to accept
services of process within Florida.


MARGARITA ALVAREZ
CORPORATE OFFICER

DATE: MARCH 9, 1999

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.


LAZARO N. ALVAREZ

DATE: MARCH 9, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared By: Alfredo Sanchez, Accountant
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Coral Gables, FL 33134
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305 541 3770 P.05/06

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ARTICLE XIII

ACKNOWLEDGMENT

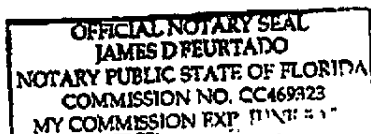
STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

I HEREBY CERTIFY that on this 9th day of March, 1999
 Personally appeared before me, the undersigned Notary Public
 in and for the State of Florida, MARGARITA ALVAREZ,
 DOMINGA H. LOPEZ AND LAZARO N. ALVAREZ parties to the
 foregoing Certificate of Incorporation, and each acknowledged
 that he/she subscribes and acknowledges the foregoing
 Certificate as and for their voluntary act and deed and that
 the facts herein set forth are true and correct as given
 under my hand and official seal, the day and year written at
 Coral Gables, Dade County, Florida.



 Notary Public
 State of Florida at Large

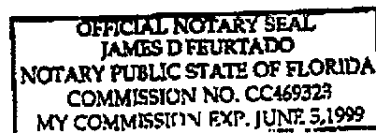
My commission expires:


Subscribers:



M-1-11-7
 MARGARITA ALVAREZ, PRESIDENT


 DOMINGA H. LOPEZ, VICE-PRESIDENT




 LAZARO N. ALVAREZ, SECRETARY/TREASURER

5

H99000010154

Prepared By: Alfredo Sanchez, Accountant
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