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

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

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FLORIDA PROFIT CORPORATION OR P.A.

PROD-X 99 DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

PROD-X 99 DISTRIBUTORS, INC.

ARTICLE I

The name of the corporation is:

PROD-X 99 DISTRIBUTORS, INC.

ARTICLE II

The principal office or mailing address of the corporation is:

**2472 Poinciana Lane
Weston, Florida 33327**

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of capital stock that the corporation is authorized to issue is 7,500 shares of common stock at \$1.00 par value.

**Bruce J. Benenfeld, Esquire
2 South University Drive, Suite 265
Plantation, FL 33324
(954) 382-4321
Florida Bar No. 217311**

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The holders of common stock shall have preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for purchase, or otherwise acquire such shares.

ARTICLE V

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 (1). The name and address of the initial Director of this corporation is:

**DAVID KHAN
2472 Ponciana Lane
Weston, FL 33327**

ARTICLE VI

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

**BRUCE J. BENENFELD
2 South University Drive, Suite 265
Plantation, Florida 33324**

ARTICLE VII

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

The corporation shall indemnify any Officer, or any former Officer or Director, to the full extent permitted by Law.

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ARTICLE IX

The Registered Agent of the corporation shall be **BRUCE J. BENENFELD, ESQUIRE**, whose registered office within this State is:

**2 South University Drive, Suite 265
Plantation, Florida 33324**

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this

28th day of APRIL, 1999.

Bruce J. Benenfeld
BRUCE J. BENENFELD, ESQ.

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above-named corporation, I hereby agree to accept the appointment.

Bruce J. Benenfeld
BRUCE J. BENENFELD, ESQ.

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STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

I HEREBY CERTIFY that BRUCE J. BENENFELD, this day acknowledged before me that he executed the foregoing Articles of Incorporation, and I further certify that the said person making such acknowledgment to be the individual described in and who executed the said instrument. The person described herein is () personally known to me or (X) presented identification in the form of FLA DRIVER LICENSE and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this 20 day of April, 1999.



John J. Lynch
MY COMMISSION # 00579047 EXPIRES:
August 22, 2000
BONDED THROUGH TRISTY FARM INSURANCE, INC.

John J. Lynch
NOTARY PUBLIC, State of
Florida at L 39

My Commission Expires:

cx:ore\bruce\khan, david\3153 Prod.X 99\Articles of Incorporation

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