

P9900004376S
TRANSMITTAL LETTER

May 04, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002869345--0
-05/10/99--01098--006
*****78.75 *****78.75

Subject: C & Y DISTRIBUTORS, INC.

We enclose an original and one (1) copy of the Articles of Incorporation to be certified for the above corporation and a check in the amount of \$ 78.75.

Signatures

Heber L. Yero, Jr.
Luis M. Campillo

From: HEBER L. YERO, JR.
17798 S.W. 28 Street
Miramar, Florida 33029
(954) 437-0888

Incorporator

LUIS M. CAMPILLO, JR.
17798 S.W. 28 Street
Miramar, Florida 33029
(954) 437-0888

Incorporator / Resident Agent

FILED
99 MAY 10 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-13
W.C.

ARTICLES OF INCORPORATION

for

C & Y DISTRIBUTORS, INC.

FILED
99 MAY 10 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to organize a corporation for the purpose hereinafter stated, do hereby adopt the following Articles of Incorporation under the Laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation shall be: **C & Y DISTRIBUTORS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
17798 S.W. 28 Street, Miramar, Florida 33029

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred <100> shares common stock with a value of One (\$1.00) dollar per share.

ARTICLE VI - STOCK TRANSFERABILITY

No shareholder of this corporation may sell or transfer his shares in this corporation without such sell or transfer being approved at a stockholders' meeting specially called for such purpose, by the holders of a majority of the outstanding stock. The Board of Directors of this corporation may adopt additional by-laws restraining the alienation of shares and providing for the

purchase or redemption by the corporation of its shares; provided, however, that such provision dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

ARTICLE VII - STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, to fully comply with this corporations requirements that states hereinafter, upon the death of a shareholder, the deceased shareholder's stock shall be first offered for redemption, under the terms and conditions to be agreed upon by and between the corporation and the shareholders. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE VIII - VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE IX - PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

HEBER L. YERO, JR.
17798 S.W. 28 Street
Miramar, Florida 33029

LUIS M. CAMPILLO, JR.
17798 S.W. 28 Street
Miramar, Florida 33029

ARTICLE XI - INCORPORATORS

The name and addresses of the incorporators are:

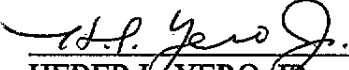
HEBER L. YERO, JR.
17798 S.W. 28 Street
Miramar, Florida 33029

LUIS M. CAMPILLO, JR.
17798 S.W. 28 Street
Miramar, Florida 33029

ARTICLE XII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is,
LUIS M. CAMPILLO, JR., 17798 S.W. 28 Street, Miramar, Florida 33029

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 6th day of May, 1998.



HEBER L. YERO, JR.
Initial Director / Incorporator



LUIS M. CAMPILLO, JR.
Initial Director / Incorporator

**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 and 607.0501, Florida Statutes, the following is submitted:

First - - That C & Y DISTRIBUTORS, INC. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 17798 SW 28 Street, Miramar, Florida 33029, has named LUIS M. CAMPILLO, JR., located at 17798 SW 28 Street, Miramar, Florida 33029, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

Luis Campillo
LUIS M. CAMPILLO, JR.

TITLE: Incorporator

DATE: _____

5/6/99

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.

SIGNATURE: _____

Luis Campillo
LUIS M. CAMPILLO, JR.

Resident Agent

DATE: _____

5/6/99

FILED
99 MAY 10 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA