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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JUN -1 PM 4:28

THE "R" DISTRIBUTION
20005 N.E. 6th Court Circle
North Miami Beach, FL 33179-2408

May 25, 1999

Office of the Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300002876933--6
-05/17/99-01076-006
*****87.50 *****87.50

Re: THE "R" DISTRIBUTION

Enclose is the original and a duplicate copy of the Articles of Incorporation for this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscribers in the same manner as the original. Please endorse your approval of these Articles of Incorporation on the duplicate copy, certify and return it.

A copy of the Letter Number: 799A00027851 is also enclosed which acknowledges the fee required, a certified copy of the Certificate of Incorporation and a Resident Agent Certificate.

Please forward the necessary forms for filing the Resident Agent Certificate in the enclosed stamped, self-addressed envelope.

Very truly yours,


RAQUEL SZYLLER

789,2544,2551,2550
m/99-11773



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 19, 1999

RAQUEL SZYLLER
2005 N.E. 6TH COURT CIRCLE
NORTH MIAMI BEACH, FL 33179-2408

SUBJECT: THE "R" CORPORATION
Ref. Number: W99000011772

We have received your document for THE "R" CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 799A00027851

ARTICLES OF INCORPORATION

OF

THE "R" DISTRIBUTION CORPORATION

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The undersigned natural persons, competent to contract under the laws of the State of Florida, acting as subscribers of these Articles, under provisions of Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

1. NAME: The name of the corporation is:
THE "R" DISTRIBUTION CORPORATION

2. NATURE OF BUSINESS, PURPOSES AND POWERS: The general nature of the business or businesses to be transacted by this corporation and purposes and powers of this corporation is as follows:

This corporation is organized for the purpose of engaging in every aspect and phase of the business of owning, holding, constructing, developing, leasing, managing and operating businesses and commercial properties of every kind and description and engaging in such and all types of awful business enterprises of such kind, nature and description as shall from time to time be determined by its Board of Directors.

This corporation shall have all of the powers specified in chapter 607 of the Florida Statutes except those which are in conflict with the provisions of these Articles.

This corporation shall have the power to manufacture, purchase, acquire, own, mortgage pledge, sell, assign, transfer, dispose of, invest in, trade in, deal in and deal with goods, wares, merchandise, real property, personal property, and services of every class, kind and description. It shall not, however, have the power to conduct business of a banking, safe deposit, trust, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan, fraternal benefit society, state fair or exposition.

3. AUTHORIZED CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at anyone time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

4. CAPITAL REQUIRED TO BEGIN BUSINESS: The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00) and this corporation shall not commence business until at least that amount has been received as consideration for the issuance of its shares.

5. TERM OF EXISTENCE: This corporation is to have perpetual existence.

6. PRINCIPAL OFFICE: The Board of Directors may, from time to time, change the post office address of the principal office of this corporation to any address in the State of Florida. The post office address of the initial principal office of this corporation in the State of Florida is 20005 N. E. 6th. Court Circle, North Miami Beach, FL 33179-2408.

7. RESIDENT AGENT: The Resident Agent of the above corporation for any and all legal matters shall be Raquel Szyller and service for any and all legal matters may be affected at 20005 N. E. 6th Court Circle, North Miami Beach, FL 33179-2408.

8. NUMBER OF DIRECTORS: The first Board of Directors of this corporation shall consist of two (2) members. The number of directors may be increased or decreased by By-Laws adopted by the Stockholders. All directors shall be of full age and at least one shall be a citizen of the United States.

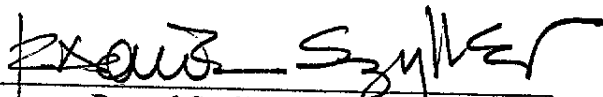
9. FIRST BOARD OF DIRECTORS: The names and addresses of the members of the first Board of Directors, who shall hold office for the first year of existence of this corporation, or until their successors are elected or appointed and have qualified are as follows:

Raquel Szyller – 20005 N.E. 6th. Court Circle, North Miami Beach, FL 33179-2408
Rita Frank – 21120 N. E. 22nd. Court, North Miami Beach, FL 33180

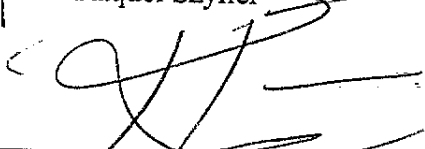
10. SUBSCRIBERS: The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Raquel Szyller – 20005 N.E. 6th. Court Circle, North Miami Beach, FL 33179-2408
Rita Frank – 21120 N.E. 22nd. Court, North Miami Beach, FL 33180

11. AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.



Raquel Szyller

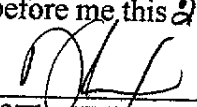


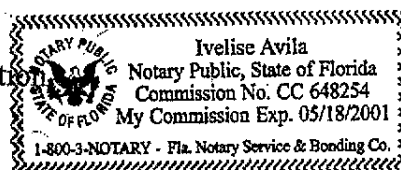
Rita Frank

State of Florida
County of Dade

The foregoing instrument was

Acknowledged before me this 25th day of May
08 1999


 by
Raquel Szyller of The "R" Distribution
A Florida Corporation on behalf of this corporation



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RAQUEL SZYLLER
20005 N.E. 6th. Court Circle
North Miami Beach, FL 33179-2408

I hereby am familiar with and accept the duties and responsibilities as Registered Agent
of The "R" Distribution Corporation.



Raquel Szyller