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FLORIDA PROFIT CORPORATION OR P.A.

F & F DISTRIBUTORS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 10, 1999

EMPIRE

SUBJECT: F & F DISTRIBUTORS, INC.
REF: W99000018464

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION

OF

F & F DISTRIBUTORS, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

F & F DISTRIBUTORS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.

b. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

c. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the

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payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at one (\$1.00) dollar par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 13871 S.W. 152nd Terrace, Miami, Florida 33177, and the name of the initial registered agent of this corporation at that address is: GUILLERMO FERNANDEZ

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have TWO director(s) initially. The number of director(s) may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

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<u>NAME</u>	<u>ADDRESS</u>
PEDRO FORTE	1940 N.W. 16th Terrace Apt F-303 Miami, Florida 33125
GUILLERMO FERNANDEZ	13871 S.W. 152 Terrace Miami, Florida 33177

ARTICLE VIII. INCORPORATION

The name(s) and address(es) of the incorporator(s)
is/are:

<u>NAME</u>	<u>ADDRESS</u>
PEDRO FORTE	1940 N.W. 16th Terrace Apt F-303 Miami, Florida 33125
GUILLERMO FERNANDEZ	13871 S.W. 152 Terrace Miami, Florida 33177

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws
shall be vested in the Board of Directors and shareholders.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal
any provisions contained in these Articles of Incorporation, or any
amendment to them, and any rights conferred upon the shareholders
are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have/(has) executed
these Articles of Incorporation this 9th day of April, 1999.


INCORPORATOR


INCORPORATOR

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared GUILLERMO FERNANDEZ and PEDRO FORTE., known to me to be the persons who executed the Articles of Incorporation of "F & F DISTRIBUTORS, INC.", and has acknowledged before me that they have executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 9th day of August, 1999.


NOTARY PUBLIC

Type of identification provided: Florida D/License

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to accept service of process for "F & F DISTRIBUTORS, INC.", at the place designated in the foregoing Articles of Incorporation, 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.

DATE: 8-9-99

SIGNATURE: 

RESIDENT AGENT
GUILLERMO FERNANDEZ

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