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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 336152 10943A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pignatelli

EFFECTIVE DATE
8-6-99

ORDER DATE : August 10, 1999

ORDER TIME : 1:17 PM

ORDER NO. : 336152-005

800002956118--2

CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq
WALDMAN FELUREN & TRIGOBOFF,
WALDMAN FELUREN & TRIGOBOFF,
One Financial Plaza, Ste 1500

Fort Lauderdale, FL 33394

DOMESTIC FILING

NAME: DELMAR (WEST INDIAN)
DISTRIBUTORS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: *TH 8/10/99*

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AUG 10 11:57
SECRETARY OF STATE

W99 18517



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 10, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: DELMAR (WEST INDIAN) DISTRIBUTORS INC.
Ref. Number: W99000018517

RESUBMIT

Please give original
submission date as file date.

8/10/99

We have received your document for DELMAR (WEST INDIAN) DISTRIBUTORS INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 999A00040372

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CLERK OF COURTS
TALLAHASSEE, FLORIDA
AUG 11 1999

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ARTICLES OF INCORPORATION

99 AUG 10 PM 2: 04

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DELMAR (WEST INDIAN) DISTRIBUTORS INC.

EFFECTIVE DATE

8-6-99

The undersigned do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Delmar (West Indian) Distributors Inc.

SECOND: The principal office of the Corporation shall be located at 38 Whitehall Avenue, Kingston 8, Jamaica. The mailing address of the Corporation is 38 Whitehall Avenue, Kingston 8, Jamaica.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is two which may be increased or decreased by the bylaws.

The names and addresses of the persons who are to serve as the members of the initial Board of Directors of the Corporation are as follows:

NAME AND ADDRESS

Delroy V. Wilson
38 Whitehall Avenue
Kingston 8, Jamaica

Rosemarie P. Wilson
38 Whitehall Avenue
Kingston 8, Jamaica

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 7975 N.W. 154th Street Suite 360, Miami, FL 33016 and the name of the initial registered agent of the Corporation at such address is Gary A. Dumas.

SIXTH: The name and address of each incorporator is:

NAME AND ADDRESS

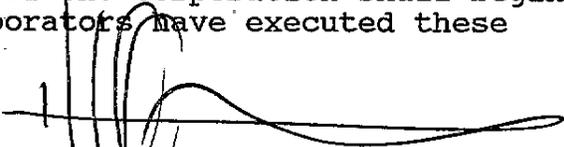
Delroy V. Wilson
38 Whitehall Avenue
Kingston 8, Jamaica

Rosemarie P. Wilson
38 Whitehall Avenue
Kingston 8, Jamaica

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: The existence of the Corporation shall begin on the date the undersigned incorporators have executed these Articles of Incorporation.

Signed on August 6, 1999



Delroy V. Wilson,
Incorporator



Rosemarie P. Wilson,
Incorporator

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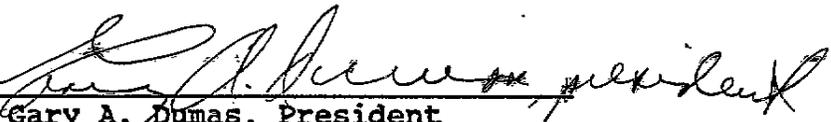
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Acceptance of Appointment by Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Gary A. Dumas

By: 
Gary A. Dumas, President