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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : RUIZ & CO., INC.
Account Number : 110116001462
Phone : (305) 828-1277
Fax Number : (305) 828-6855

FLORIDA PROFIT CORPORATION OR P.A.

DISTRILIBROS CORP.

Certificate of Status	1
Verified Copy	0
Page Count	03
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**ARTICLES OF INCORPORATION
OF
DISTRILIBROS CORP.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: DISTRILIBROS CORP.

The principal place of business of this corporation shall be: 1665 West 68 Street, Ste # 108
Hialeah, Florida 33014

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) ONE THOUSAND @ \$.10 par value per share.

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitled to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

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This Doc. Prepared by: Ruiz & Co., Inc.
1665 W. 68 St. #206, Hialeah, FL 33014
(305) 828-1277

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Rafael A. Romero
Ricardo E. Romero
1665 West 68 Street, Ste #108
Hialeah, Florida 33014

ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is (are):

Rafael A. Romero
1665 West 68 Street, Ste #206
Hialeah, Florida 33014

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 27th day of October, 1999.

Signature(s) of Incorporators(s)



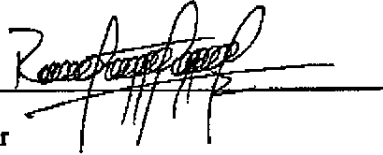
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Distrilibros Corp.
2. The name and address of the registered agent and office is: **Rafael A. Romero**
1665 West 68 Street, Ste # 108
Hialeah, Florida 33014

SIGNATURE



TITLE : Officer

DATE: October 27th, 1999

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:



DATE: October 27th, 1999

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