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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

F.R.C. DISTRIBUTORS, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

S. McKnight NOV - 1 1999

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

F.R.C DISTRIBUTORS, INC.

The principal place of business and mailing address of this corporation shall be:

11950 Mission Circle No. 104, Seminole, Fl 33772

ARTICLE II NATURE OF BUSINESS

This corporation has an objective to distribute cigarettes, foods and products and may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares \$1.00 par value

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

Prepared by: **Hispano Americana De Servicios
1885 W. Flagler ST. Suite #11
Miami, Fl 33125**

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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,

Francisco Rodriguez Caraballo
President
11950 Mission Circle No. 104
Seminole, Fl 33772

Fausto De Jesus Torres Pena
Secretary and Treasurer
1937 NW 29th ST. #5
Miami, Fl 33142

ARTICLE VI INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) to these articles of incorporation is(are):

Francisco Rodriguez Caraballo
11950 Mission Circle No. 104
Seminole, Fl 33772

Fausto De Jesus Torres Pena
1937 NW 29th ST. #5
Miami, Fl 33142

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 3rd day of August, 1999

Signature(s) of Incorporator(s)

Francisco R. Caraballo

Fausto De Jesus Torres Pena

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

1. The name of the corporation F.R.C. Distributors, Inc.
2. The name and address of the registered agent and office is:
Francisco Rodriguez Caraballo
(P.O. BOX NOT ACCEPTABLE)
11950 Mission Circle No. 104, Seminole Fl 33772
(ADDRESS OFFICE)

SIGNATURE Francisco R. Caraballo
(corporate officer)

TITLE President

DATE 10/29/99

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

SIGNATURE Francisco R. Caraballo

DATE 10/29/99

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