

P99000102988

Thursday, November 04, 1999

FILED

99 NOV 22 AM 10:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

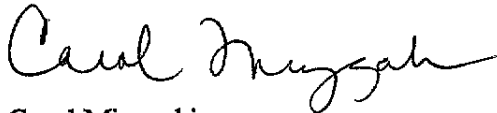
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

600003050926--3
-11/22/99--01083--001
*****78.50 *****78.50

To whom it may concern:

Would you please file these papers of Incorporation for "C.M.S. Distribution, Inc." and send us back a certified copy. I have included a check for \$78.50.

Thank you.



Carol Miyazaki
2500 N. Federal Highway, Suite 100
Fort Lauderdale, FL 33305

ARTICLES OF INCORPORATION
OF
C.M.S DISTRIBUTION, INC.

FILED
99 NOV 22 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:
C.M.S Distribution, Inc.

ARTICLE II - PURPOSES

This corporation is organized for the following purposes:
To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of
common stock with a nominal or par value of \$1.00.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation
2500 N. Federal Highway, Suite 100 , Fort Lauderdale , County of Broward ,
State of Florida , and the name of the initial registered agent of this corporation at this address
is Carol Miyazaki its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is:
2500 N. Federal Highway, Suite 100
Fort Lauderdale, FL 33305

This document was prepared by: Louise Albert
1511 E. Commercial Blvd., Suite 128
Fort Lauderdale, Florida 33334
(954)788-9585

ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are :

	<u>NAME</u>	<u>ADDRESS</u>
President:	Gilberte Drouin	2500 N. Federal Highway, Suite 100 Fort Lauderdale, FL 33305
Vice-President:	Serge Mondor	
Secretary:	Carol Miyazaki	

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Carol Miyazaki
2500 N. Federal Highway, Suite 100
Fort Lauderdale, FL 33305

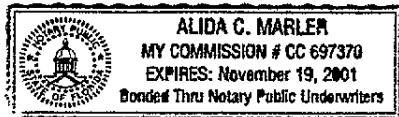
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of C.M.S. Distribution, Inc. 4th day of November, 1999.


SUBSCRIBER

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County above set forth, personally appeared Carol Miyazaki known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of November, 1999.



Alida C. Marler
NOTARY PUBLIC, State of Florida at Large.

My commission expires: 11-01

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Carol Miyazaki
REGISTERED AGENT

FILED
99 NOV 22 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA