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MARC A. KUPERMAN
ATTORNEY AT LAW
OFFICES AT PINECREST
7695 S.W. 104 STREET
SUITE 210
MIAMI, FLORIDA 33156

FILED
99 DEC 17 AM 8:50
SECRETARY
TALLAHASSEE
AREA CODE 905
TELEPHONE 663-3333
FAX 662-8287

December 14, 1999

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****122.50 *****78.75

Secretary of State
Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

RE: DIHU DISTRIBUTORS CORPORATION

Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of incorporation of DIHU Distributors Corporation.
2. Check in the sum of \$122.50 representing the filing fee for the Articles of Incorporation as well as for the return of a certified copy to me.

Thank you.

Sincerely yours,



MARC A. KUPERMAN

MAK/pbb
Enclosures
WP:C:\WS\INCORPORATIONS\SECRETARY.LTR

S. Thompson DEC 22 1999

**ARTICLES OF INCORPORATION
OF
DIHU DISTRIBUTORS CORPORATION**

FILED
99 DEC 17 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned incorporator hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

**ARTICLE I
NAME**

The name of this Corporation shall be **DIHU DISTRIBUTORS CORPORATION.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation shall be **8315 N.W. 68 Street, Miami, Florida 33166.**

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is being formed to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7695 S.W. 104 Street, Suite 210, Miami, Florida 33156 and the name of the initial registered agent of this Corporation is Marc A. Kuperman.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than one director. 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 names and addresses of the initial directors of this Corporation are:

ARMANDO FORONDA
8315 N.W. 68 Street
Miami, Florida 33166

ARTICLE VIII
AMENDMENTS TO BY-LAWS

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

ARTICLE IX
INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees and agents to the fullest extent permitted by the Florida General Corporation Act.

ARTICLE X
INCORPORATOR

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

ARMANDO FORONDA
8315 N.W. 68 Street
Miami, Florida 33166

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation on this 14th day of December, 1999.

Armando Foronda.
INCORPORATOR

ACKNOWLEDGMENT

STATE OF FLORIDA)
 : SS
COUNTY OF MIAMI-DADE)

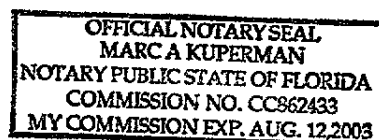
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Armando Foronda, who is personally known to me or who produced his _____ as identification and is known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged and did take an oath before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 14th day of December, 1999.

Marc A. Kuperman
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MARC A. KUPERMAN
Printed name of notary public

My Commission Expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for **DIHU DISTRIBUTORS CORPORATION** at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



MARC A. KUPERMAN
REGISTERED AGENT

FILED
99 DEC 17 AM 8:50.
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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