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Division of Corporations  
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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA PROFIT CORPORATION OR P.A.

LS & P DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
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TSO 2/23/04



agent for the corporation at that address is R. Stephen Ottewell, R. Stephen Ottewell, P.

A.

**ARTICLE VI. INCORPORATORS**

The name and street address of the incorporators of these Articles of Incorporation are: Stephen Sahlner  
Post Office Box 6265  
Delray Beach, Florida 33484

**ARTICLE VII. DURATION**

The corporation shall have a perpetual existence.

**ARTICLE VIII. PURPOSE.**

This corporation is organized for the following purposes: for any lawful business under the Florida law, including wholesale and retail of general merchandise and to engage in any other business lawful under the laws of the United States and the State of Florida.

**ARTICLE IX. INFORMAL ACTION OF THE DIRECTORS.**

If all of the directors consent in writing to any action taken or to be taken by the corporation, and evidence of their consent is filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE X. INFORMAL ACTION OF THE SHAREHOLDERS.**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the

**ARTICLE XI. BOARD OF DIRECTORS.**

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the directors of this corporation are:

**Stephen Sahler  
P.O. Box 6265  
Delray Beach, Florida 33484**

**ARTICLE XII. OFFICERS.**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officer(s) as may be provided by the bylaws together with the duties and obligations thereof.

The names and addresses of the person(s) who are to serve until their successors are elected and have qualified pursuant to the bylaws of the Corporation are as follows:

**Stephen Sahler  
Post Office Box 6265  
Delray Beach, Florida 33484  
President/Vice President/Secretary/Treasurer**

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on in the State of FLORIDA this 26 day of Jan, 2004.

  
\_\_\_\_\_  
**Stephen Sahler, President/Vice President/Secretary/Treasurer**

WITNESSES:

Maria Gonzalez  
Print Witness Name:

Jennifer Ramirez  
Print Witness Name:

STATE OF NJ )  
 )SS  
COUNTY OF Bergen )

Before me, the undersigned authority, personally appeared **Stephen Sahler**, who is [ one only] personally known to me \_\_\_\_\_ or produced identification  to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporators, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

Personally known \_\_\_\_\_  
or  
Produced identification

Type of Identification Produced: \_\_\_\_\_

IN WITNESS WHEREOF, I have hereunto set my hand and seal at NJ <sup>Frank Kabrel</sup> in the said County and State this 26<sup>th</sup> day of January, 2004

[Signature]  
Notary Public

My Commission Expires:  
(Seal)

**FRANK KABREL**  
**NOTARY PUBLIC OF NEW JERSEY**  
**MY COMMISSION EXPIRES OCT. 20, 2007**

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**  
**REGISTERED OFFICE AND ACCEPTANCE**

PURSUANT TO THE PROVISIONS of FS § 607.0501, 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 **LS & P Distributors, Inc.**
2. The name of the registered agent is **R. STEPHEN OTTEWELL, ESQUIRE.**
3. The address of the registered agent and registered office is 5301 North Federal Highway, The Courtyard, Suite 130, Boca Raton, Florida 33487.

**ACCEPTANCE**

Having been named as registered agent and designated to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
**R. STEPHEN OTTEWELL, Registered Agent**

Date: February 19, 2004

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