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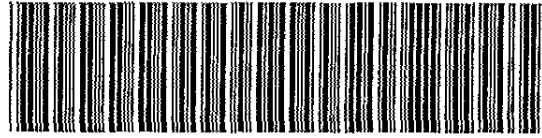
(Business Entity Name)

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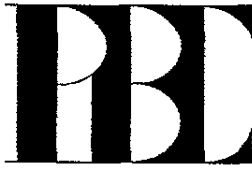


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04 FEB 25 PM 1:11
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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3/4/04



PATRICK B. CASEY, J.D., CPA

Counselor & Attorney at Law

VIA FEDERAL EXPRESS

Tracking Number 7924 3760 4239

February 24, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Certificate of Domestication Distribution Alternatives, Inc.

Dear Document Specialist:

Enclosed please find the original and one photocopy of the executed Certificate of Domestication of Distribution Alternatives, Inc. Also enclosed is a check in the amount of \$137.50 for the following fees:

Certificate of Domestication	\$50.00
Articles of Incorporation	35.00
Designation of Registered Agent	35.00
Certified Copy	8.75
Certificate of Status	<u>8.75</u>
TOTAL	<u>\$137.50</u>

Please return the copy of the Articles of Incorporation bearing your time and date stamp, together with your standard letter acknowledging the filing of the Articles, to the undersigned as soon as they are accepted for filing.

Sincerely,

Patrick B. Casey, J.D., CPA
Counselor and Attorney at Law

cc: file
encl.: as stated

CERTIFICATE OF DOMESTICATION
OF
DISTRIBUTION ALTERNATIVES, INC.

FILED
04 FEB 25 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE with the requirements of Section 607.1801, Florida Statutes, the undersigned, LAWRENCE J. WINSTON, the President of DISTRIBUTION ALTERNATIVES, INC., a foreign corporation, does certify:

1. The date on which the corporation was first formed was February 14, 1990.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New York State.
3. The name of the corporation immediately prior to the filing of the Certificate of Domestication was Distribution Alternatives, Inc.
4. The name of the corporation as set forth in its articles of incorporation, to be filed pursuant to Sections 607.0202 and 607.0401, Florida Statutes, with this certificate is Distribution Alternatives, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was 666 Old Country Road, Suite 510, Garden City, New York 11530.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801, Florida Statutes.

I AM PRESIDENT of Distribution Alternatives, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 20TH day of January, 2004.


LAWRENCE J. WINSTON, President

ARTICLES OF INCORPORATION
OF
DISTRIBUTION ALTERNATIVES, INC.

FILED
04 FEB 25 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is DISTRIBUTION ALTERNATIVES, INC.

ARTICLE II

The existence of the corporation began on February 14, 1990 as provided in Section 607.1801(4) of the Florida Statutes.

ARTICLE III

The street address of the principal office of the Corporation is 9301 Indigo Isle Court, Unit 202, Bonita Springs, Florida 34135.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, each share having a par value of one cent (\$.01) per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Suite 2209, Sunshine Professional Center, 9240 Bonita Beach Road, Bonita Springs, Florida 34135. The initial registered agent for the Corporation at that address is PATRICK B. CASEY, J.D., CPA.

ARTICLE VI

The name and street address of the person(s) signing these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE J. WINSTON	9301 Indigo Isle Court, Unit 202 Bonita Springs, Florida 34135

ARTICLE VII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20th day of January, 2004.



LAWRENCE J. WINSTON, Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN named to accept service of process for DISTRIBUTION ALTERNATIVES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Dated this 23rd day of January, 2004:



PATRICK CASEY, J.D., CPA

04 FEB 25 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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