

P960000 72993

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Darin Distributors, Inc.

☐ Capital Express™
☒ Art. of Inc. Filing
☐ Corp. Record Search
☐ Ltd. Partnership Filing
☐ Foreign Corp. Filing
☒ () Cert. Copy(s)

☐ Art. of Amend. Filing
☐ Dissolution/Withdrawal
☐ C U B.
☐ Fictitious Name Filing

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 Filing
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ _____ Filing No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AMM _____

WALK-IN Will Pick Up 91 1100

ARTICLES OF INCORPORATION
OF
DORIN DISTRIBUTORS, INC.

The undersigned, acting as the Incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation shall be Dorin Distributors, Inc.

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock.

Issue: One Hundred (100) shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

50 Shares	to Mitchell I. Dorin
25 Shares	to Harold Dorin
25 Shares	to Gary Dorin

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, or in such other manner agreed to by the Shareholders.

Classes of Stock: The shares of the Corporation may be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address in Florida of the initial registered office of the Corporation is Mel Pearlman, P.A., 2909 Lakeview Drive, Fern Park, Florida 32730, and the name of the initial registered agent at said address is Mel Pearlman.

ARTICLE VI

PRINCIPAL OFFICE

The Principal Office of the corporation shall be 2300 So. Orange Avenue, Orlando, Florida, 32806.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have Three (3) Directors constituting the Initial Board of Directors. The Directors need not be residents of the State of Florida or Shareholders of the Corporation. Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, is as follows:

Name	Address
Mitchell I. Dorin	917 Beach Breeze Drive Orlando, Florida 32835
Harold Dorin	110 Wilshire Drive Cranford, N.J. 07016
Gary Dorin	67 Wick Drive Fords, N.J. 08863

ARTICLE VIII
INCORPORATORS

The name and address of the initial incorporator is as follows:

Mitchell I. Dorin	917 Beach Breeze Drive Orlando, Florida 32835
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ARTICLE IX
PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Fern Park, Seminole County, Florida on this 30 day of August, 1996.

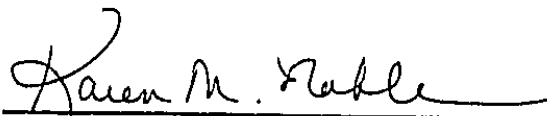

MITCHELL I. DORIN, President, Incorporator

FILED
96SEP-4 AM 01
TALLAHASSEE, FL 32302

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 30th day of August, 1996 by Mitchell I. Dorin, who is _____ personally known to me or who produced his State of Florida Driver's License No. _____, as identification and who did not take an oath.


Karen M. Noble, Notary Public

My Commission Expires:



C:\WPWIN\BOLLEC\LDORIN\ARTICLES INC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Fla.Stat.Sec. 48.091, the following is submitted:

Dorin Distributors, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, 2300 So. Orange Avenue, Orlando, 32806, Orange County, State of Florida, has named Mel Pearlman of Mel Pearlman, P.A. 2909 Lakeview Drive, Fern Park, Florida 32730, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 30th day of August, 1996.

MEL PEARLMAN, P.A.

By:


Mel Pearlman, Resident Agent