

George M. Lucas
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December 30, 1996

P97000002173

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002044169--8
-01/03/97--01037--004
****122.50 ****122.50

RE: AMERICAN DISTRIBUTION COMPANY, INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

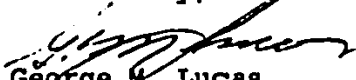
Please provide a certificate of status.

A check for \$122.50 is enclosed. This represents payment for:

Filing
Certified Copy
Designation of Registered Agent

Please return the certified copy of the articles of incorporation and your filing letter to me at the above address.

Yours truly,


George M. Lucas
Enclosure (Orig/one copy articles)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -2 PM 12:59

1/19/97

**ARTICLES OF INCORPORATION
OF
AMERICAN DISTRIBUTION COMPANY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -2 PH12: 59

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is AMERICAN DISTRIBUTION COMPANY, INC., and its principal place of business shall be located at 5600 S.W. 135 AVENUE SUITE 200, MIAMI, FLORIDA 33183 .

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$0.01) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of this corporation at that address is GEORGE M. LUCAS, 5600 S.W. 135 AVENUE SUITE 212, MIAMI, FLORIDA 33183 .

ARTICLE VII - INCORPORATOR

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

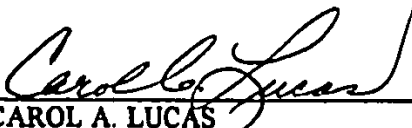
CAROL A. LUCAS
5600 S.W. 135 AVENUE SUITE 212
MIAMI, FLORIDA 33183

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes (1990).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 30, 1996



CAROL A. LUCAS
Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that

AMERICAN DISTRIBUTION COMPANY, INC.

desiring to organize or qualify under the laws of the State of Florida, has named

**GEORGE M. LUCAS
5600 S.W. 135 AVENUE SUITE 212
MIAMI, FLORIDA 33183**

as its agent to accept service of process within Florida.

Dated: December 30, 1996



CAROL A. LUCAS
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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.

Dated: December 30, 1996



GEORGE M. LUCAS
Registered Agent