

3/27/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

AGENT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SAWGRASS DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000005133

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF
SAWGRASS DISTRIBUTORS, INC.

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TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is SAWGRASS DISTRIBUTORS, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

The corporation is formed for the following purposes:

- (a) To engage in the specific business of distributing electronic items;
- (b) To carry on any other lawful activity permitted by The Florida General Corporation Act.

Article IV

Capital Stock

This corporation is authorized to issue 100 shares, consisting of one class only, designated as "Common Stock", no par value. Each issued and outstanding share shall be entitled to one vote.

Article V

Initial Registered Office and Agent

The street address and the initial principal office of this

PETER W. METTLER

140 ROYAL PALM WAY - SUITE 202

PALM BEACH, FLORIDA 33480

Florida Bar #. 761862

P.02/05

H97000005133

(561) 832.7600

EMPIRE CORPORATE KIT

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corporation is 140 Royal Palm Way, Ste. 202, Palm Beach, FL 33480.
The initial registered agent shall be Peter W. Mettler.

Article VI

Initial Board of Directors and Officers

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial officers and director of this corporation are:

Initial Officers and Directors

Ronald J. Shannon President/Director
P. O. Box 292706
Davie, FL 33329-2706

John T. Shannon Secretary/Treasurer/
3150 Peaceful Ridge Road Director
Davie, FL 33330

Article VII

Incorporator

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

Peter W. Mettler
140 Royal Palm Way, Ste. 202
Palm Beach, FL 33480

Article VIII

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of March, 1997.

Peter W. Mettler
PETER W. METTLER


STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of March, 1997 by PETER W. METTLER, who is personally known to me ~~or who has produced~~ as ~~identification~~ and who did not take an oath.

Kathleen Tamara Rabellino
NOTARY PUBLIC

(SEAL)

MY COMMISSION EXPIRES:
COMMISSION NO.:  Kathleen Tamara Rabellino
Notary Public, State of Florida
Commission No. CC 587191
My Commission Exp. 10/10/2000
Bonded Through Fla. Notary Service & Bonding Co.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, 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: SAWGRASS DISTRIBUTORS, INC.

2. The name and address of the registered agent and office is:

Peter W. Mettler, Esq.
(Name)

140 Royal Palm Way, Suite 202
(P.O. Box NOT acceptable)

Palm Beach, Florida 33480
(City/State/Zip)

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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 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.

SIGNATURE

P. W. Mettler

DATE

3/26/97

REGISTERED AGENT FILING FEE: \$35.00

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DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314