

F990000004090

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: F & S Distributing, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

ZAHIR KANJI 200002942812--3
(Name of Person) -07/27/99-01052-002
Financial Accounting Services W99-17651
(Firm/Company) *****70.00 *****70.00
730 W. Colonial Drive
(Address)
Orlando FL 32804
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Same at (407) 423-2371
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

53 AUG 10 AM 9:25
RECEIVED
DIVISION OF CORPORATIONS

not
8/10



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 30, 1999

ZAHIR KANJI
FINANCIAL ACCOUNTING SERVICES
730 W. COLONIAL DRIVE
ORLANDO, FL 32804

SUBJECT: F & S DISTRIBUTING, INC.
Ref. Number: W99000017651

We have received your document for F & S DISTRIBUTING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 699A00038822

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned FARRIDA SHAIKH, do hereby certify
(Name)

that this Resolution of the Board of Directors of F & S Distributing, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on August 1, 1999, 19__.

Be it resolved, that F & S Distributing, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

F & S Distributing, Inc. of Central Florida for use in Florida.

Dated: 8-5-99

Farrida Shaikh
Signature of either Chairman, Vice Chairman or any officer

FARRIDA SHAIKH
Type or print name

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 10 1999
AMT: 25

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. F & S DISTRIBUTING, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. State of Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-25-1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8-1-99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9432 S. Orange Blossom Trail
Orlando FL 32837
(Current mailing address)
8. Whole Sale of Convenience Store items.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Sarrida Shaikh
Office Address: 9432 S. Orange Blossom Trail
Orlando, Florida, 32837
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sarrida Shaikh
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Sarrida Shaikh

Address: 9432 S. Orange Blossom Trail
Orlando FL 32837

Vice Chairman: _____

Address: _____

Director: Sarrida Shaikh

Address: 9432 S. Orange Blossom Trail
Orlando FL 32837

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Sarrida Shaikh

Address: 9432 S. Orange Blossom Trail
Orlando FL 32837

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: Sarrida Shaikh

Address: 9432 S. Orange Blossom Trail
Orlando FL 32837

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Farrida Shaikh

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FARRIDA SHAIKH

(Typed or printed name and capacity of person signing application)

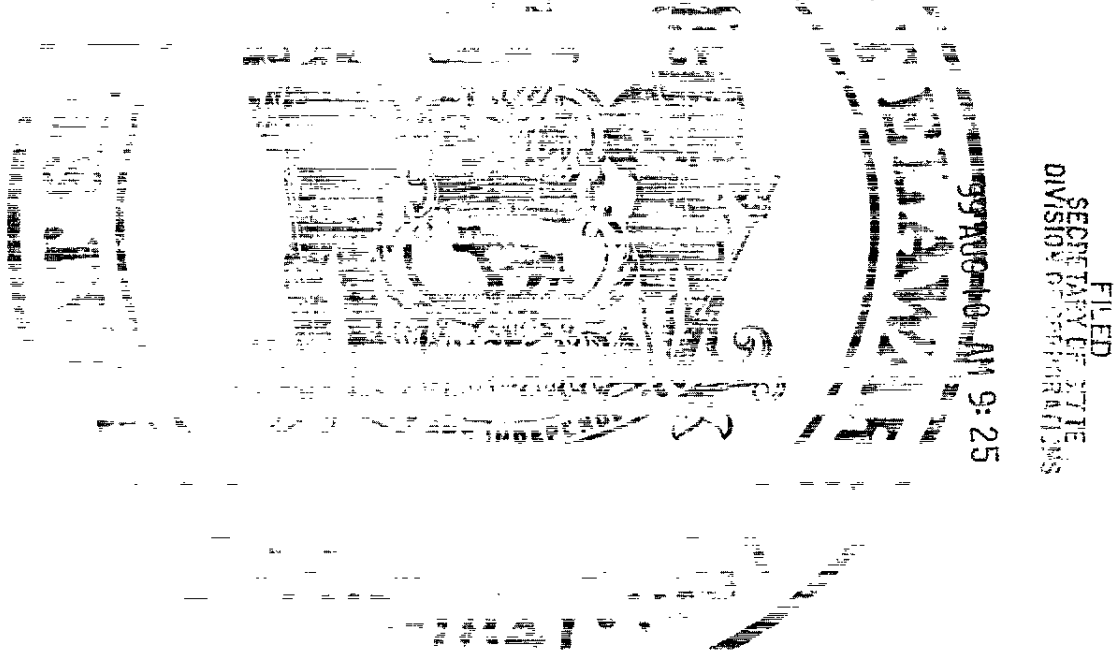
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SECRETARY
DIVISION
JUL 21 1993

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "F&S DISTRIBUTING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF JULY, A.D. 1999.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 20 1999 9:25 AM



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

3009739 8300

DATE: 9873178