

P000000003313

Date December 4, 1999

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

Re: Second Chance Distributors, Inc.
(name of corporation)

FILED
00 JAN -5 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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*****78.75 *****78.75

Jeff Vickers
(individual's name)
Jeff Vickers

(name of corporation)
Second Chance Distributors, Inc.

MAILING ADDRESS OF CORPORATION		
1457 Bay Grove Drive		
Port Orange, Fl 32119		
PHONE		
(904)	760 8954	Ext.
Area Code	Number	

T. Burch JAN 11 2000

ARTICLES OF INCORPORATION

of
Second Chance Distributors, Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:
Second Chance Distributors, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of \$1.00
Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME Second Chance Distributors, Inc.
ADDRESS 1457 Bay Grove Drive
CITY Port Orange FLORIDA ZIP 32119

The name and street address of the Initial Registered Agent of this Corporation is:

NAME Joan Hamilton
ADDRESS 2625 N.E. 6th Avenue
CITY Wilton Manors FLORIDA ZIP 33334

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME Jeff Vickers
ADDRESS 1457 Bay Grove Dr
CITY Port Orange STATE Florida ZIP 32119

NAME Cindy Vickers
ADDRESS 1457 Bay Grove Dr
CITY Port Orange STATE Florida ZIP 32119

NAME
ADDRESS
CITY STATE ZIP
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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Jeff Vickers		
ADDRESS	1457 Bay Grove Drive		
CITY	Port Orange	STATE	Florida ZIP 32119
NAME	Cindy Vickers		
ADDRESS	1457 Bay Grove Drive		
CITY	Port Orange	STATE	Florida ZIP 32119
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 4th day of December, 1999.

X Jeff Vickers (Seal)
 X Cindy Vickers (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF Broward)

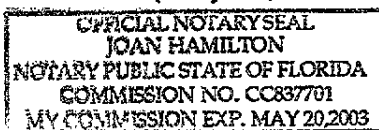
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

Jeff Vickers & Cindy Vickers

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 4th day of December, 1999

(Notary Seal)



Joan Hamilton
 (Notary Public, State of Florida at Large)

My Commission expires:

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Second Chance Distributors, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2625 N.E. 6th Avenue

Wilton Manors, Fl 33334

has named Joan Hamilton

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

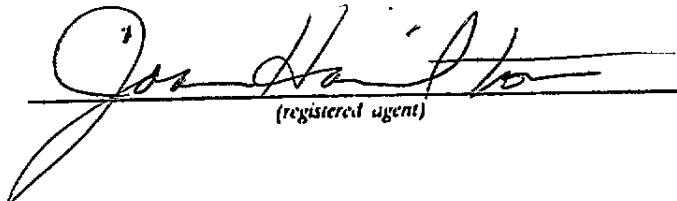
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN -5 PM 2:11

FILED

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)