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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By First Class Mail

January 25, 2000

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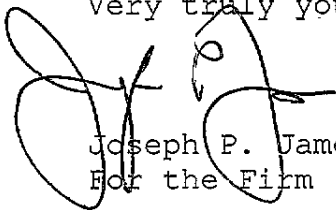
Department of State
Corporate Division
P.O. Box 6326
Tallahassee, FL 32399

Re: Articles of Incorporation of Adair Distributing, Inc.

To the Secretary of State:

We have enclosed for filing the original and one copy of the Articles of Incorporation for the above referenced corporation together with the filing fee of \$70.00. Could you please acknowledge your receipt and filing of same by stamping the enclosed copy of the Articles of Incorporation and returning it to us in the stamped, self-addressed envelope we have enclosed for your convenience. We appreciate your attention to this matter.

Very truly yours,



Joseph P. Jameson, Esq.
For the Firm

Enclosures
cc: Client

FEB 7 1999

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLES OF INCORPORATION OF
ADAIR DISTRIBUTING, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I. NAME: The name of the corporation is: Adair Distributing Inc.

II. TERM OF EXISTENCE: Unlimited.

III. NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States or of the laws of the State of Florida.

IV. CAPITAL STOCK: The aggregate number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

V. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL: No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 (thirty) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

VI. ADDRESS AND REGISTERED AGENT: The street address of the initial registered office of the corporation is: 800 Laurel Oak Drive, Suite 200, Naples, FL 34108, and the name of its initial registered agent at such address is: Joseph P. Jameson, Esq.

VII. INCORPORATOR: The name and address of the incorporator to these articles is:

Joseph P. Jameson, Esq.
Counselor At Law
800 Laurel Oak Drive, Suite 200
Naples, FL 34108

VIII. PRINCIPAL OFFICE AND MAILING ADDRESS: The principle office and mailing address of the corporation is the same, to wit:

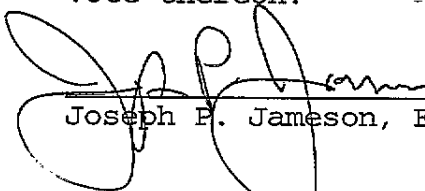
Adair Distributing, Inc., c/o Joseph P. Jameson, Esq., 800 Laurel Oak Drive, Suite 200, Naples, FL 34108

IX. DIRECTORS: The number of directors constituting the initial board of directors of the corporation is one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

NAME	BUSINESS ADDRESS
Tina Adair	771 18th Street NE, Naples, FL 34120
Kim Adair	771 18th Street NE, Naples, FL 34120

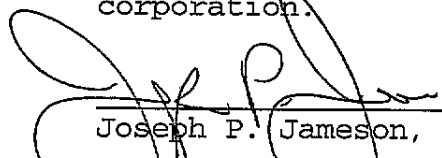
The corporation shall be managed by the board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

X. AMENDMENT OF ARTICLES OF INCORPORATION: These articles may be amended in the manner provided by law. Every amendment shall be proposed by any shareholder and approved at a duly called shareholders' meeting by a majority of the shareholders entitled to vote thereon.



 Joseph P. Jameson, Esq.

The undersigned hereby accepts designation as Registered Agent of the corporation.



 Joseph P. Jameson, Esq.

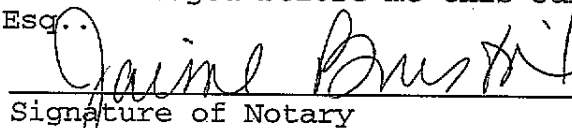
State Of Florida
County Of Collier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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The foregoing instrument was acknowledged before me this January 2000, by Joseph P. Jameson, Esq..



 Signature of Notary

 Jaime Bristol
 My Commission CC870472
 Expires September 12, 2003

Jaime Bristol

 Print, Type or Stamp Name of Notary

Personally known or
 Produced the Following Identification:
