

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Rush Distribution, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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MAR 28 2000

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ARTICLES OF INCORPORATION

OF

RUSH DISTRIBUTION, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: **RUSH DISTRIBUTION, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3960 Navy Boulevard, Suite 40, Pensacola, Florida 32507.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are: 1000 shares with no par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Sean Sturgis and the mailing address of its initial agent is: 3960 Navy Boulevard, Suite 40, Pensacola, Florida 32507.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
Barbara Pizzo, 701 Renner Road, Wilmington, Delaware 19810.

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ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.

ARTICLE VII

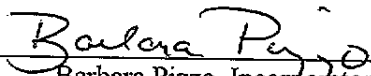
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as member of the initial board of directors of the corporation is as follows:

Sean Sturgis, 3960 Navy Boulevard, Suite 40, Pensacola, Florida 32507.

The undersigned incorporator has executed these Articles of Incorporation this twenty-fourth day of March, 2000.


Barbara Pizzo, Incorporator
Corporate Consulting Ltd.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: RUSH DISTRIBUTION, INC.

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

SEAN STURGIS
(Name)

3960 NAVY BOULEVARD SUITE 40
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

PENSACOLA, FLORIDA 32507
(City/State/Zip)

Having been named as registered agent 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.

Sean Sturgis
(Print name)
Sean Sturgis
(Signature)

3-22-00
Date

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