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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR 31 PM 2:23

FILED

March 30, 2000

SENT BY FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/31/00--01053--005
*****70.00 *****70.00

RE: IPD Distributors, Corp.

EFFECTIVE DATE

03-24-00

Dear Sir/Madam:

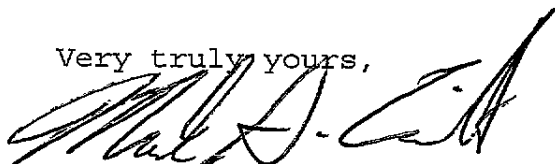
Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00 representing payment of the following:

Filing fee: \$35.00
Registered Agent fee: \$35.00

Please file the enclosed Articles of Incorporation and return a copy to the undersigned.*

Thank you for your assistance in this matter.

Very truly yours,



Mark G. Carusillo

T. Burch APR 4 2000

MGC:mdr
Enclosure

* In the enclosed Federal Express Envelope
Thank You!

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
IPD DISTRIBUTORS, CORP.

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

ARTICLE ONE

NAME

The name of the corporation shall be: IPD DISTRIBUTORS, CORP.

ARTICLE TWO

PRINCIPAL OFFICE

EFFECTIVE DATE

03-24-00

The principal place of business of the corporation shall be:
736 S. Military Trail, Deerfield Beach, FL 33442.

ARTICLE THREE

MAILING ADDRESS

The mailing address of the corporation shall be: 736 S. Military Trail, Deerfield Beach, FL 33442.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of the distribution of food products.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

SHARES

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class, and shall have a par value of \$1.00 per share, and all shares when issued shall be paid for and shall be fully non-assessable.

ARTICLE SIX
EFFECTIVE DATE

Pursuant to Section 607.0203, Florida Statutes the effective date of the corporation shall be five (5) business days prior to the date of the filing of these Articles of Incorporation.

ARTICLE SEVEN
REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 736 S. Military Trail, Deerfield Beach, FL 33442 and the name of its initial registered agent at such address is JohnPaul Ciancimino.

ARTICLE EIGHT
INCORPORATOR

The name and address of the incorporator is: Michael Consalvo, 736 S. Military Trail, Deerfield Beach, FL 33442.

The undersigned incorporator has executed these Articles of Incorporation this 30th day of March, 2000.


Michael Consalvo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of § 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/agent, in the State of Florida.

1. The name of the corporation is: IPD DISTRIBUTORS, CORP.
2. The name and address of the registered agent and office is:

JohnPaul Cjancimino
736 S. Military Trail
Deerfield Beach, FL 33442

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.


JohnPaul Cjancimino

3/30/00
Date