

PROV 40895

Thomas Burchetta
1202 NE Pine Island Rd #20
CAPE CORAL, FL 33909

EFFECTIVE DATE
3-10-00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ACCELL Wholesale Distributors, Inc.
(Corporation Name) (Document #)

100003167691--8
-03/13/00--01141--019
*****70.00 *****70.00

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. 941-
(Corporation Name) (Document #)

EFFECTIVE DATE
3-10-00

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

00 MAR 13 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

W-7722
R.A. Syc
611

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2000

THOMAS BURCHETTA
1202 NE PINE ISLAND RD N
CAPE CORAL, FL 33909

SUBJECT: ACCELL WHOLESale DISTRIBUTORS, INC.
Ref. Number: W00000007422

We have received your document for ACCELL WHOLESale DISTRIBUTORS, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of 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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 300A00015309



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 31, 2000

THOMAS BURCHETTA
1202 NE PINE ISLAND RD N
CAPE CORAL, FL 33909

SUBJECT: ACCELL WHOLESale DISTRIBUTORS, INC.
Ref. Number: W00000007422

*Back Sent
3/13*

We have received your document for ACCELL WHOLESale DISTRIBUTORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 300A00015309

**ARTICLES OF INCORPORATION
OF
ACCELL WHOLESAL
DISTRIBUTORS, INC.**

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

ARTICLE I

Name: The name of the Corporation is: **Accell Wholesale Distributors, Inc.**

EFFECTIVE DATE
3-10-00

ARTICLE II

Duration: The duration of the Corporation is perpetual.

00 MAR 13 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V

Initial Registered Office and Agent: *Principal office* The street address of the Initial Registered office of the Corporation is 1202 NE Pine Island Rd. #N,

Cape Coral, Fl. 33909, and the name of its Initial Registered Agent at that address is Thomas E. Burchetta.

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.


Thomas E. Burchetta

3/10/00
Date

ARTICLE VI


Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each Initial Director of the Corporation is as follows:


Thomas E. Burchetta
1202 NE Pine Island Rd. #N
Cape Coral, Fl 33909

Charles D. Colombo
1238 Forsythe Dr.
N. Ft. Myers, Fl. 33903

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:


Thomas E. Burchetta
1202 NE Pine Island Rd. #N
Cape Coral, Fl. 33909


Charles D. Colombo
1238 Forsythe Dr.
N. Ft. Myers, Fl. 33903

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TALLAHASSEE FLORIDA

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for at the price for which it is offered to others, that shareholder's pro rate portion of the following:

a. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

b. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is attached or pertinent any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

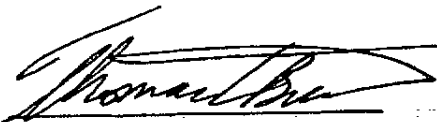
ARTICLE X

Rules of Holding Offices: Presidency of Corporation will alternate bi-annually. Don Colombo will hold title of President during even years. Thomas Burchetta will hold title of President during odd years. Vice Presidency will alternate bi-annually as well.

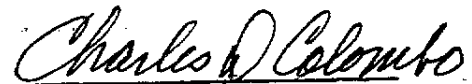
ARTICLE XI

Amendment: The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 10 day of MARCH, 2000.



THOMAS E BURCHETTA
1202 NE Pine Island Rd #N
CAPE CORAL FL 33909



CHARLES D. COLOMBO
1238 FORSYTHE DR
N. FLEMING FL 33903