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May 1, 2000

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

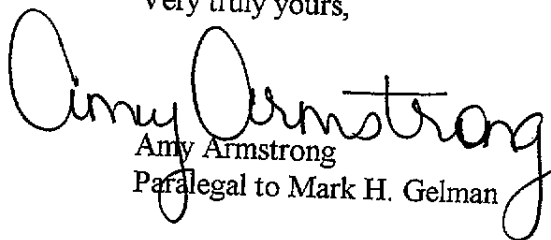
Re: Incorporation of Classic Worldwide Distributors, Inc.

Gentlemen or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for the above referenced corporation, a check in the amount of \$78.75 (\$70.00 filing fee and \$8.75 certified copy) to cover the cost of filing same, together with a self-addressed stamped envelope.

Please have the Articles of Incorporation filed immediately. Thank you for your cooperation.

Very truly yours,


Amy Armstrong
Paralegal to Mark H. Gelman

/aa
encs.

F. CHESER

MAY 4 2000

F. CHESER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -2 AM 7:34

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ARTICLES OF INCORPORATION
OF
CLASSIC WORLDWIDE DISTRIBUTORS, INC.
(a Florida corporation)

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under Chapter 607, Florida Statutes, under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be Classic Worldwide Distributors, Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation is any and all activities or business permitted under the laws of the United States and the State of Florida, including:

- (1) To sue and be sued, complain, and defend its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner producing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real and personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist, its officers and employees in accordance with §607.0833;

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TALLAHASSEE, FLORIDA

(6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with share or other interests in, or obligations of, any other entity;

(7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchisees, and income and make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotions, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and surety ship shall be deemed to be necessary or convenient to the conduct, promotions, or attainment of the business of the contracting corporation, and make other contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(13) To transact any lawful business that will aid governmental policy;

(14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(15) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(16) To provide insurance for its benefits on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1000 shares of common stock at One Dollar

(\$1.00) par value, with pre-emptive rights.

A. Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, included but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Pre-emptive rights shall apply to the re-issuance of all redeemed or to otherwise acquire shares, including the re-issuance of treasury shares.

B. This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

C. No issue of stock of the corporation shall take place unless the prices at which the stock is to be issued shall be unanimously approved by the shareholders of each affected class.

D. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

E. Sub-Chapter S - The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is 1200 Riverplace Boulevard, Suite #917, Jacksonville, Florida 32207. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have not less than one (1) director initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders.

**ARTICLE VII
INITIAL DIRECTORS**

The name and street address of the sole members of the first Board of Directors are:

Mike Meehan
President
10454 Docksider Dr. E.
Jacksonville, FL 32257

**ARTICLE VIII
SUBSCRIBERS**

The name and street address of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

Mike Meehan	1000 shares	\$1,000.00
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**ARTICLE IX
TERM OF EXISTENCE**

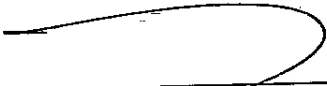
This corporation shall exist perpetually.

**ARTICLE X
REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 1200 Riverplace

Boulevard, Suite #917, Jacksonville, Florida 32207, and the registered agent shall be Eraclides, Johns, Hall & Gelman, L.L.P.

Pursuant to Florida Statutes, Section 607.0501 and 607.0502, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Mark H. Gelman, as representative for
Eraclides, Johns, Hall & Gelman Registered
Agent

ARTICLE XI AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, MARK H. GELMAN, and THEODORE M. JOHNS, the incorporators named above, have hereunto set their hands and seals this 1 day of May, 2000.

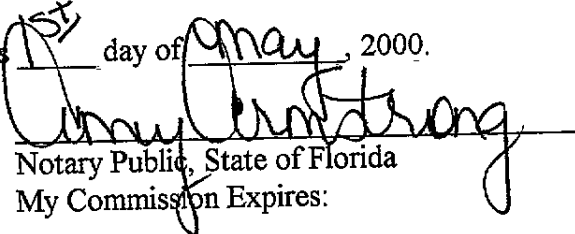

MARK H. GELMAN, Incorporator

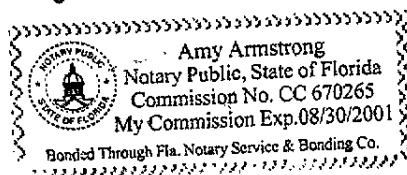

THEODORE M. JOHNS, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, MARK H. GELMAN, known to me and well known to me to be the individual described in the foregoing, and who acknowledged before me that he is the person described in the foregoing Articles of Incorporation and he has subscribed to those Articles of Incorporation.

Witness my hand and official seal this 1st day of May, 2000.

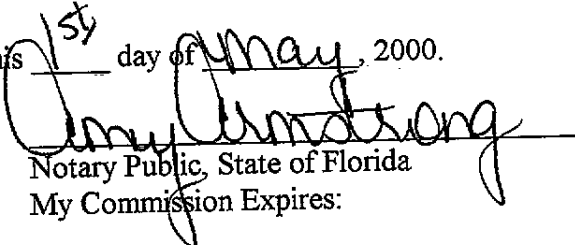

Notary Public, State of Florida
My Commission Expires:

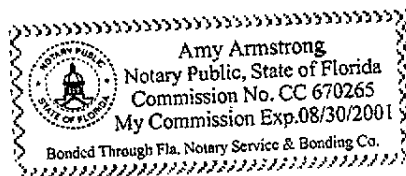


STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared, THEODORE M. JOHNS, known to me and well known to me to be the individual described in the foregoing, and who acknowledged before me that she is the person described in the foregoing Articles of Incorporation and she has subscribed to those Articles of Incorporation.

Witness my hand and official seal this 1st day of May, 2000.


Notary Public, State of Florida
My Commission Expires:



**CERTIFICATE FOR DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Fla. Stat., the following is submitted in compliance with said Act:

That CLASSIC WORLDWIDE DISTRIBUTORS, INC., is organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Jacksonville, County of Duval, State of Florida, and has named Eraclides, Johns, Hall & Gelman, L.L.P., located at 1200 Riverplace Boulevard, Suite #917, City of Jacksonville, County of Duval, State of Florida 32207 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

MARK H. GELMAN, representative of
Eraclides, Johns, Hall & Gelman, L.L.P.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -2 AM 7:34

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