

700000058889

RAFOOL & RAFOOL, P.A.
ATTORNEYS AND COUNSELORS AT LAW



1519 Third Street, S.E.
Winter Haven, Florida 33880
www.rafool.com

Brandon J. Rafool
Raymond J. Rafool, II
David E. Stamey, Jr.

Post Office Box 7286
Winter Haven, Florida 33883-7286
Telephone: (863) 299-3339
Telecopier: (863) 295-9702

June 7, 2000

000003286030--6
-06/13/00--01006--016
***122.50 ***78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Ynnor Distribution Group, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Ynnor Distribution Group, Inc., Registered Agent form for said corporation, and my firm's check number in the amount of \$122.50 to cover your fee for filing. Please forward a certified copy to this office.

Please call me should you have any questions.

Sincerely,


Brandon J. Rafool

BJR:uih
Enclosures
cc: Ronald S. Booth, Sr.

FILED
00 JUN 12 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 19 2000

ARTICLES OF INCORPORATION

OF

YNNOR DISTRIBUTION GROUP, INC.

FILED
00 JUN 12 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is YNNOR DISTRIBUTION GROUP, INC., whose address is: Post Office Box 1202, Winter Haven, Florida 33882-1202..

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 1,500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be Post Office

Box 1202, Winter Haven, Florida, but the Corporation shall have the power to establish branch offices and other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTORS

The name and address of the member of the first Board of Directors, is:

Ronald S. Booth, Sr. Post Office Box 1202
Winter Haven, Florida 33882-1202

ARTICLE IX. - SUBSCRIBER

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

Ronald S. Booth, Sr. Post Office Box 1202
Winter Haven, Florida 33882-1202

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 9th day of June, 2000.


RONALD S. BOOTH, SR.

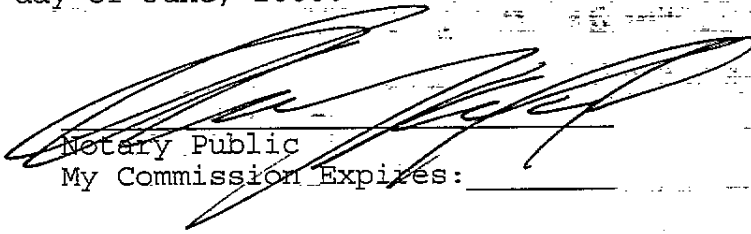
STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME personally appeared RONALD S. BOOTH, SR., to me well-known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County of Polk and State of Florida, this 9th day of June, 2000.



Brandon Rafool
MY COMMISSION # CC577353 EXPIRES
November 8, 2000
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public
My Commission Expires: _____

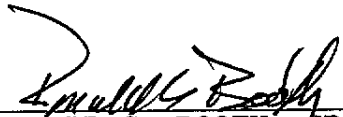
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In Pursuant of Chapter 48.091, Florida Statutes,
following is submitted, in compliance with said Act:

FIRST --- YNNOR DISTRIBUTION GROUP, INC., desiring
organize under the Laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation,
in the City of WINTER HAVEN, State of FLORIDA, has named, RONALD
S. BOOTH, SR., located 30 Fourth Street, S.W., Winter Haven,
Florida 33880 as its Agent to accept Service of Process within
this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above
state Corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said act relative to keeping open said office.


RONALD S. BOOTH, SR.
Registered Agent

FILED
00 JUN 12 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA