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LAW OFFICES  
**JOHN O. HOPKINS, P.A.**  
8000 N. FEDERAL HWY.  
BOCA RATON, FLORIDA 33487  
TELEPHONE (561) 367-7600

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PO00000059893

June 12, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-06/15/00--01090--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: TOTAL RESOURCE DISTRIBUTING, INC.**

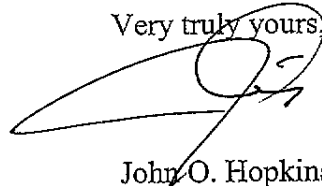
Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation for the above-referenced corporation, as well as the filing fee of \$70.00.

Please file the original and return a certified stamped copy to me at 8000 North Federal Highway, Boca Raton, Florida 33487.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



John O. Hopkins

JOH/cm

enc.

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

**TOTAL RESOURCE DISTRIBUTING, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is TOTAL RESOURCE DISTRIBUTING, INC.

**ARTICLE II**

**PURPOSE**

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

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.
- (b) At all meetings of the stockholders the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 8000 North Federal Highway, Boca Raton, Florida 33487, and the name of the initial registered agent of this corporation is John O. Hopkins, Esquire.

**ARTICLE VI**  
**INITIAL PRINCIPAL OFFICE**

The initial principal office and mailing address of this corporation is 3316 N.E. 38<sup>th</sup> Street, Ft. Lauderdale, FL 33308. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Lawrence E. Cohen

3316 N.E. 38<sup>th</sup> Street, Ft. Lauderdale, FL 33308

**ARTICLE VII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE VIII**  
**INCORPORATOR**

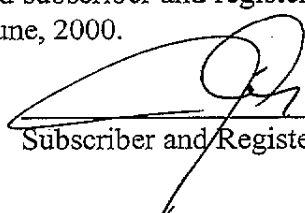
The name and address of the person signing these Articles is: John O. Hopkins, Esquire, 8000 North Federal Highway, Boca Raton, Florida 33487.

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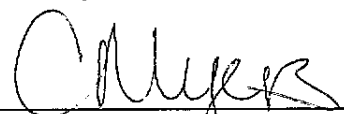
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation this 12<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
Subscriber and Registered Agent

STATE OF FLORIDA                    )  
  ) SS  
COUNTY OF PALM BEACH        )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **John O. Hopkins, Esquire**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

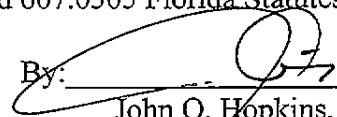
My Commission Expires:



C. Myers  
MY COMMISSION # CC905152 EXPIRES  
January 25, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 and 607.0505 Florida Statutes.

By:   
\_\_\_\_\_  
John O. Hopkins, Esquire  
Registered Agent