

M. KATRINA MUSE

ATTORNEY AT LAW  
2200 N. Ponce DeLeon Blvd., Suite 11  
St. Augustine, FL 32084

TELEPHONE

(904) 827-6052

FACSIMILE

(904) 824-2786

July 22,

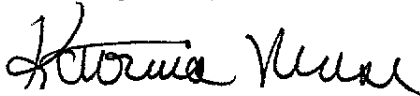
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
409 B. Gaines  
Tallahassee, FL 32399  
(904) 487-6052

Dear Sir or Madam,

Enclosed are amended articles of incorporation and the appropriate filing fees made payable to the Department of State in the amount of \$87.50. If there is anything that is needed in addition to what is enclosed, please contact this office at your convenience. If there is any problem, please contact us and instruct us as to how you wish us to proceed.

Thank you for your time in this matter.

Sincerely Yours,



M. Katrina Muse  
cc: Enclosures

700003335807--1  
-07/25/00--01096--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50



FILED  
00 JUL 25 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
N B DISTRIBUTORS, INC.**

**FILED**  
00 JUL 25 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - N B DISTRIBUTORS, INC., 5853 University Blvd., W. Jacksonville, FL 32216**

The name of this Corporation is **N B DISTRIBUTORS, INC.** and its principal place of business shall be located at 5853 University Blvd., W. Jacksonville, FL 32216.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

The purpose of the Corporation shall be to such extent as a Sub-Chapter S. Corporation organized under the Florida corporate law of this State may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other Corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of anyone or more of these objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a Corporation may now or hereafter be organized to do or to exercise under the laws governing Corporations of this State or under any amendatory act thereof, supplemental thereto, or substituted therefor, or to otherwise engage in any lawful activity either within or without the State of Florida. The Corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purpose of this Corporation and any of them to the same extent as natural persona lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a Corporation organized under the Corporate Law of this State.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 100 shares of common stock at one cent (\$.01) par value, which shall be designated as "Common Shares."

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The common shares cannot be divisible into classes

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office address of this Corporation is 5853 University Blvd., W. Jacksonville, FL 32216, and the name of the initial registered agent of this Corporation at that address is Maria Ivanette Bisel.

#### **ARTICLE VII - DIRECTORS**

Initially, this Corporation shall have one (1) Director who shall serve until her successor(s) shall be elected/appointed at the first meeting of the stockholders and thereafter this Corporation shall have no less than one (1) director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director are as follows:

Maria Ivanette Bisel  
4519 Barnes Road  
Jacksonville, FL 32207

#### **ARTICLE IX - INDEMNIFICATION**

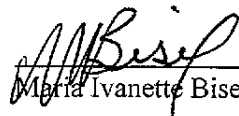
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the Corporation or any other person for any Statement, vote decision or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes.

#### **ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of INCORPORATION, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of INCORPORATION on the date as signing.

Dated: July 22, 2000

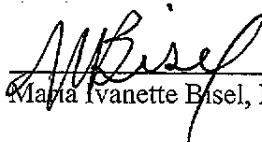
  
\_\_\_\_\_  
Maria Ivanette Bisel, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

**N B DISTRIBUTORS, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named M. Katrina Muse, 2200 N. Ponce De Leon Blvd. Suite 11, St. Augustine, FL 32095., as its agent to accept service of process within Florida.

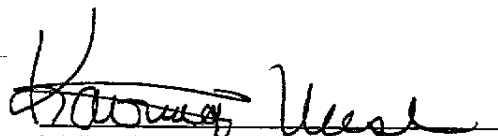
Dated: July 22, 2000

  
Maria Ivanette Bisel, Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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.

Dated: July 22, 2000

  
M. Katrina Muse, Esq.  
Registered Agent

**FILED**  
00 JUL 25 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA