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Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

July 27, 2000

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

FILED
00 JUL 28 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: A & F Distributors, Inc.

Dear Corporate Specialist:

Enclosed is an original and TWO (2) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

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Articles Of Incorporation
of
A & F Distributors, Inc.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation A & F Distributors, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the corporate existence shall be July 21, 2000.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Nell C. Albert
1270 N. Dormont Lane
Orlando, FL 32804

Lester L. Fields
5110 N. Ridgeway Drive
Orlando, FL 32819

SEVENTH: The name and address of the incorporator is:

Mark Hankins
1221 Brickell Avenue, Suite 900
Miami, FL 33131

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

Florida Incorporators, Inc.
1221 Brickell Avenue, Suite 900
Miami, FL 33131

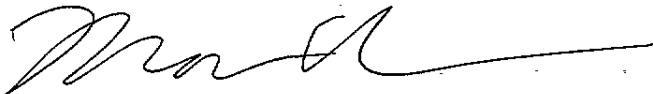
NINTH: The principal office of the corporation is:

A & F Distributors, Inc.
1270 N. Dormont Lane
Orlando, FL 32804

NINTH: The mailing address of the corporation is:

A & F Distributors, Inc.
P.O. Box 541022
Orlando, FL 32854

DATED: July 27, 2000

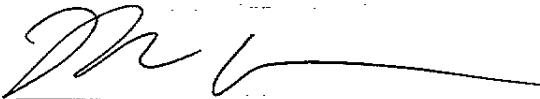


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

By: 
MARK HANKINS, President

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