

P00000114835



ACCOUNT NO. : 072100000032

REFERENCE : 933626 9964A

AUTHORIZATION :

COST LIMIT :

Patricia Pigute
\$ 18.75

ORDER DATE : December 15, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 933626-005

CUSTOMER NO: 9964A

CUSTOMER: Ronda M. Parris, Legal Asst
Shumaker Loop & Kendrick

Barnet Plaza, Suite 2800
101 East Kennedy Boulevard
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 PM 2:41

600003502566--1

DOMESTIC FILING

NAME: FLORIDA TROPICAL DISTRIBUTORS
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY.

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
00 DEC 15 PM 12:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 12/15/00

EFFECTIVE DATE

12/14/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC 15 PM 2:41

ARTICLES OF INCORPORATION

OF

FLORIDA TROPICAL DISTRIBUTORS INTERNATIONAL, INC.

ARTICLE I. NAME

The name of this corporation is **FLORIDA TROPICAL DISTRIBUTORS INTERNATIONAL, INC.** (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 6180 Big Bend Road, Gibsonton, Florida 33534 and the mailing address of the Corporation is the same.

ARTICLE III. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV. PURPOSE

This Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes as presently enacted and as it may be amended from time to time.

ARTICLE V. CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock of which 5,000 shares shall be designated as "Voting Common Stock" and 5,000 shares shall be designated as "Non-Voting Common Stock." Shares of Voting Common Stock shall be the only shares of the Corporation entitled to vote and each such share shall have an equal vote with regard to any matter requiring a vote. Shares of Non-Voting Common Stock shall have no right to vote with regard to any matter requiring a vote. In all other respects, the preferences, limitations, dividend rights, liquidation rights and all other relative rights of shares of common stock, whether Voting Common Stock or Non-Voting Common Stock, shall be identical and equal.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within THIRTY (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the Corporation within THIRTY (30) days after receipt of the above-described notice.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
BRUCE H. GORDON	Shumaker, Loop & Kendrick, LLP 101 E. Kennedy Blvd., #2800 Tampa, Florida 33602

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have THREE (3) director initially. The number of directors may be changed from time to time as provided for by the Bylaws.

The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
V. ELWYN SEGREST	6180 Big Bend Road Gibsonton, FL 33534
HUGH D. MILLER	6180 Big Bend Road Gibsonton, FL 33534
C. DONALD MILLER	6180 Big Bend Road Gibsonton, FL 33534

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of is:

NAME

ADDRESS

BRUCE H. GORDON

Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., #2800
Tampa, Florida 33602


ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of December, 2000.



BRUCE H. GORDON, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of December, 2000, by **BRUCE H. GORDON**, who is personally known to me.



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**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 PM 2:41

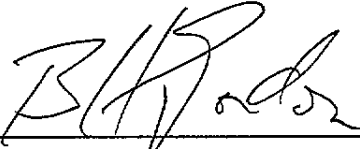
The following is submitted in compliance with Section 607.0505 of the Florida Statutes.

FLORIDA TROPICAL DISTRIBUTORS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named **BRUCE H. GORDON**, located at 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, as its agent to accept service of process within this State.

ACCEPTANCE:

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

DATED: December 14, 2000



BRUCE H. GORDON
Registered Agent