

P00000114924

DAVID C. ROBINSON

Attorney at Law

1326 S. RIDGEWOOD AVENUE, SUITE 6 • DAYTONA BEACH, FLORIDA 32114
(904) 253-8267 • FAX: (904) 258-8649

December 5, 2000

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

100003495441--1
-12/11/00--01126--019
*****122.50 *****78.75

IN RE: DENIS O'CONNOR DISTRIBUTORS, INC.

Dear Sirs:

I am enclosing the original and a photocopy of a proposed Articles of Incorporation for the above entity, the original having been executed by the incorporator. Kindly file the original and provide us with a certified copy.

A check for \$122.50 is enclosed to cover the following costs in this matter:

Filing fee for articles	\$35.00
Filing fee for designation of resident agent	\$35.00
Certified copy	\$52.50

Your prompt attention to this matter would be appreciated.

Sincerely,

David C. Robinson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 11 AM 8:01

FILED

DCR/bl
Enc.

DCR
12/18

ARTICLES OF INCORPORATION

OF

DENIS O'CONNOR DISTRIBUTORS, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt(s) the following Articles of Incorporation.

FILED
00 DEC 11 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be DENIS O'CONNOR DISTRIBUTORS, INC.

The principal place of business of this corporation shall be 948 Tall Pine Drive, Port Orange, Florida 32127.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III: CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common voting stock having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually. The date and time of commencement of the corporate existence shall be the time these Articles of Incorporation are subscribed and acknowledged if filing with the Department of State of the State of Florida within five (5) days after such date, or, if not so filed within five (5) days, the date and time of such filing with the Department of State.

ARTICLE V: OFFICERS AND DIRECTORS

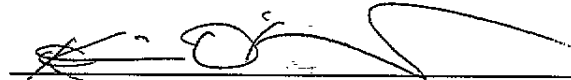
The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) are elected, are:

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

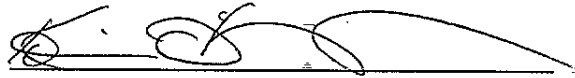
1. The name of the corporation is DENIS O'CONNOR DISTRIBUTORS, INC.
2. The name and address of the registered agent and office is:

KEVIN R. O'CONNOR
948 Tall Pine Drive
Port Orange, FL 32127



KEVIN R. O'CONNOR
Corporate Officer
Title: President
Date: December __, 2000

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.



KEVIN R. O'CONNOR
REGISTERED AGENT
DATED: December __, 2000

FILED
00 DEC 11 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA