

P00000116596

December 12, 2000

Ross J. Ferlita, Jr.  
1104 W. Braddock St.  
Tampa, FL 33603

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 18 AM 9:13

Dept. of State  
Division of Corporations  
Corporate Records Bureau  
P. O. Box 6327  
Tallahassee, FL 32301

Re: RJF DISTRIBUTING, INC.

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation, and the original Certificate Designating Registered Agent. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

filing fee	\$ 35.00
certified copy	52.50
Registered Agent fee	35.00

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-12/18/00--01087--007  
\*\*\*\*122.50 \*\*\*\*78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,

  
ROSS J. FERLITA, JR.

RJF/vf  
Enclosures



**EFFECTIVE DATE**

**01/01/01**

**ARTICLES OF INCORPORATION**

**OF**

**RJF DISTRIBUTING, INC.**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS**

**00 DEC 18 AM 9:13**

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida. This corporation shall be a Sub chapter S Corporation.

**ARTICLE I  
Name**

The name of the corporation is: **RJF DISTRIBUTING, INC.**

**ARTICLE II  
Nature of Business**

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III  
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having the par value of \$1.00.

Authorized capital stock may be paid for in cash services, or property, at just value to be fixed by the stockholders of this corporation at any regular or special meeting.

**ARTICLE IV  
Initial Capital**

The amount of capital with which the corporation shall begin business is Five Hundred (\$500) Dollars.

**ARTICLE V  
Term of Existence**

This corporation shall have perpetual existence.

**ARTICLE VI  
Address**

The initial street of the principal office of the corporation is: 1104 w. Braddock St., Tampa, Florida 33603. The stockholders may from time to time designate such other address and place for the principal of this corporation as it may see fit.

#### **ARTICLE VII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 1104 W. Braddock St., Tampa, Florida 33603, and the name of the initial registered agent of this corporation at that address is Ross J. Ferlita, Jr.

#### **ARTICLE VIII**

##### **Management**

This corporation shall not have a "Board of Directors." The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of the corporation, the act of the stockholder representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholder. Each stockholder shall be entitled to one vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

#### **ARTICLE IX**

##### **Initial Stockholders**

The name and street address of the stockholders who shall hold office until the successor is elected to have qualified, are as follows:

<b>Name</b>	<b>Address</b>
<b>Ross J. Ferlita, Jr.</b>	<b>1104 W. Braddock St. Tampa, Florida 33603</b>

#### **ARTICLE X**

##### **Subscribers**

The name and street address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore, are as follows:

Name/Address	Shares	Consideration
ROSS J. FERLITA, JR. 1104 W. Braddock St. Tampa, Florida 33603	500	\$500.00

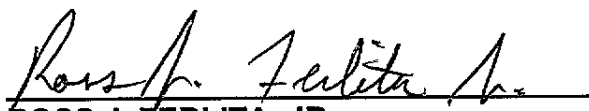
**ARTICLE XI**  
**Effective Date**

These Articles of Incorporation shall be effective on or after January 1, 2001.

**ARTICLE XII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by the stockholders and approved at a stockholders' meeting by a majority of stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention to a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14<sup>th</sup> day of DECEMBER, 2000.

  
ROSS J. FERLITA, JR.  
Signing as incorporator and  
accepting the designation as  
registered agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared ROSS J. FERLITA, JR., to me well known and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 14<sup>th</sup> day of December, 2000.

NOTARY PUBLIC STATE AT LARGE  
My Commission Expires:





**Designation and Acceptance of  
Registered Agent for a Florida Corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 18 AM 9:13

Pursuant to the provisions of F.S. 607.0501, 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 RJF DISTRIBUTING, INC.
2. The name of the registered agent is ROSS J. FERLITA, JR.
3. The address of the registered agent/registered office is 1104 W. Braddock St., Tampa, FL 33603.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and 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.

  
ROSS J. FERLITA, JR. (signature)

ROSS J. FERLITA JR.  
[print name]

Date: 12/14/00