

TRANSMITTAL LETTER

**P000000117703**

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

400003508664--0  
-12/20/00--01047--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: AMERICAN EAGLE DISTRIBUTORS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EFFECTIVE DATE  
01-01-01

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: BRIAN E. HICKS  
Name (Printed or typed)

1335 BENNETT DRIVE S-147  
Address

LONGWOOD, FL 32750  
City, State & Zip

407-222-8600  
Daytime Telephone number

FILED  
00 DEC 20 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Brian GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT off date  
DATE 12/28  
DOC. EXAM BC

T. Burch DEC 28 2000

**ARTICLES OF INCORPORATION  
OF  
AMERICAN EAGLE DISTRIBUTORS, INC.**

FILED  
00 DEC 20 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW TO ALL MEN BY THESE PRESENTS: That the undersigned incorporator hereby certifies that he has formed a body corporate under and by virtue of the laws of the state of Florida for the transaction of business with and under the following charter:

**Article I: Name** -- The name of the corporation shall be American Eagle Distributors, Inc. with its principal office located at 1335 Bennet Drive, Suite 147, Longwood, Florida 32750.

**Article II: Duration** -- The corporation shall have perpetual existence, unless terminated in the manner prescribed by the laws of the State of Florida.

**EFFECTIVE DATE**

01-01-01

**Article III: Purpose** -- The purpose for which the corporation is formed is to engage in any lawful activity or business.

**Article IV: Capital Shock** -- This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value voting common stock. Said stock shall be issued only as and when and for such consideration as determined by the incorporator or stockholders.

**Article V: Initial Registered Office and Agent** -- The street address of the initial registered office of the corporation is 1335 Bennet Drive, Suite 147, Longwood, Florida 32750, and the name of the initial registered agent of this corporation at that address is Brian E. Hicks.

**Article VI: Incorporator** -- The name and address of the person signing these articles is:

Brian E. Hicks  
1335 Bennet Drive, Suite 147  
Longwood, Florida 32750

**Article VII: Management by Stockholders** -- The business of the corporation shall be managed, controlled and conducted by the Stockholders of the corporation, as shall be provided for in the by-laws from time to time, and such other officers, if any, as shall be provided for in the by-laws from time to time; provided, however, that as long as the business of the corporation is managed, controlled and conducted by the Stockholders of the corporation, then:

- A. Wherever the context requires, the Stockholders of the Corporation shall be deemed directors of the corporation for purposes of applying the provisions of Florida Statutes;
- B. The Stockholders of the Corporation shall be subject to the liabilities imposed by Florida Statutes for action taken by Directors;
- C. Any action required or permitted by the Florida Statutes to be taken by the directors of the Corporation may be taken by action of the Stockholders of the Corporation at a meeting of the Stockholders or as hereinafter provided.

The Stockholders shall have the power to fix the amount of all salaries and other compensation paid by the Corporation, including their own salaries as directors, officers or otherwise.

The Stockholders shall have the power to adopt, amend and repeal by-laws not consistent with law or Articles of Incorporation of the company; provided, however, that the Stockholders shall be subject to the power of the holders of the outstanding stock of the company to change or repeal such by-laws or any of them.

The first annual meeting of the Stockholders shall be held at such time and place as may be designated in the by-laws of the Corporation.

If the business of the corporation is managed, controlled and conducted by the Stockholders, then any action of the Stockholders of the corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a majority of the persons who will be entitled to vote upon such action at a meeting and filed as a part of the corporate records. Such consent shall have the same force and effect as a vote of the Stockholders.

**Article VIII: Corporate Powers** -- This corporation shall have all powers granted to corporations by Florida Statutes unless otherwise provided by-laws of the corporation.

**Article IX: Stockholders Not Personally Liable for Corporate Debts** -- The private property of the Stockholders should not be liable for the payment of debts of the corporation to any extent whatsoever except for the balance unpaid on any of their stock subscriptions.

**Article X: Amendment** -- This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

**Article XI: Commencement of the Corporate Existence** -- In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence *January 1, 2001*

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 15<sup>th</sup> day of December, 2000



Brian E. Hicks

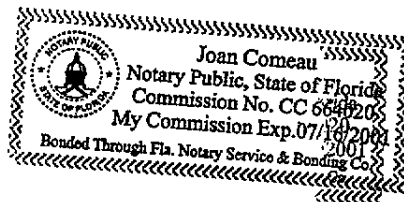
STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Brian E. Hicks known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15<sup>th</sup> day of December, 2000

  
Notary Public

My commission expires: 7/16/01

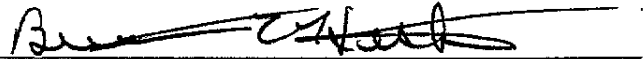


**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

That American Eagle Distributors, Inc. with its principle office as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, and the State of Florida, has named Brian E. Hicks located at 1335 Bennett Drive, Suite 147, Longwood, Florida 32750 as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and further state that I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes, and agree to comply with the provision of said Act relative to keeping open said office.



Registered Agent

FILED  
00 DEC 20 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA