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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 16 PM 1:59

January 12, 2001

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

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-01/16/01--01099--019
*****78.75 *****78.75

Re: Nichols & Farrington Distributors, Inc.

Dear Sir/Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office and our firm's check in the sum of \$78.75 for the filing fee.

I would appreciate your returning to this office the Certificate of Incorporation, certified copy of Articles and receipt as soon as possible.

If you have any questions, please feel free to contact my office. Thank you for your assistance in this matter.

Very truly yours,

WILKINS, FROHLICH, JONES,
HEVIA, RUSSELL & SUTTER, P.A.

W. Kevin Russell

WKR:nle
Enclosures

N. Gulligan JAN 17 2001

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ARTICLES OF INCORPORATION
OF

NICHOLS & FARRINGTON DISTRIBUTORS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is NICHOLS & FARRINGTON DISTRIBUTORS, INC.

ARTICLE 2. - DURATION OF CORPORATE EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be 2717 Rock Creek Drive, Port Charlotte, FL 33948. The name of the initial registered agent at such address is JESSICA NICHOLS-FARRINGTON.

ARTICLE 6. - DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the shareholders, but shall never be less than two nor more than five.

ARTICLE 7. - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH FARRINGTON	2717 Rock Creek Drive Port Charlotte, FL 33948
JESSICA NICHOLS- FARRINGTON	2717 Rock Creek Drive Port Charlotte, FL 33948

ARTICLE 8. - INCORPORATORS

The names and post office addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH FARRINGTON	2717 Rock Creek Drive Port Charlotte, FL 33948
JESSICA NICHOLS- FARRINGTON	2717 Rock Creek Drive Port Charlotte, FL 33948

ARTICLE 9. - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 11th day of January, 2001.

Witnesses:

Cynthia D. Kelly
Nancy L. Elliott

Joseph Farrington

Cynthia D. Kelly

Jessica Nichols-Farrington
Jessica Nichols-Farrington

Nancy L. Elliott

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOSEPH FARRINGTON and JESSICA NICHOLS-FARRINGTON to me known to be the persons described as incorporators or who have produced Florida
Driver's licenses

as identification, and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same for the purposes therein stated and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 11th day of January, 2001.

NOTARY PUBLIC:

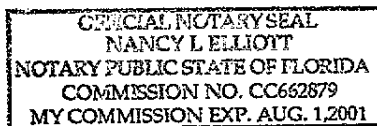
Nancy L. Elliott
Sign

Nancy L. Elliott
Print Name

CC662879
Commission No.

My commission expires:

(Seal)



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NICHOLS & FARRINGTON DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 2717 Rock Creek Drive, Port Charlotte, County of Charlotte, State of Florida, has designated JESSICA-NICHOLS FARRINGTON, whose street address is 2717 Rock Creek Drive, Port Charlotte, County of Charlotte, State of Florida 33948, as its agent to accept service of process within this state.

NICHOLS & FARRINGTON DISTRIBUTORS, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Jessica Nichols-Farrington