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March 14, 2001

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*****78.75 *****78.75

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

Re: Smooth Sailing Distributing, Inc.

Dear Sirs:

I am enclosing herewith the original and one (1) copy of the Articles of Incorporation for **SMOOTH SAILING DISTRIBUTING, INC.**, together with a check in the amount of $78.75, representing the filing fee.

Kindly furnish this office with a confirmation copy indicating the filing date.

Thank you for your assistance in these matters.

FILED
01 MAR 15 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

W. THOMAS COPELAND, P.A.

W. Thomas Copeland

WTC/hew
encs.

F. CHESSER MAR 19 2000

ARTICLES OF INCORPORATION

OF

SMOOTH SAILING DISTRIBUTING, INC.

The undersigned, acting as the Sole Incorporator of the Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FILED
01 MAR 15 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST

The name of the Corporation is:

SMOOTH SAILING DISTRIBUTING, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes, for which the Corporation is organized, is to provide merchandise marketing, sales, or distribution activities, and to engage in any other activity or business permitted under the Laws of the United States of America and this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar and 00/100 ($1.00) per share.

Initial Issue: Five Hundred shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of One Dollar and 00/100 ($1.00) per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

No Classes or Series of Stock: The shares of stock of the Corporation shall not be divided into classes or series.

FIFTH

The address of the initial principal office of the Corporation is:

Route 1 Box 943
Lee, Florida 32059

The mailing address of the Corporation is:

Route 1 Box 943
Lee, Florida 32059

SIXTH

The name of the Initial Registered Agent is: Kristina M. Ledee, whose mailing address is:

Route 1 Box 943
Lee, Florida 32059

SEVENTH

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of the State of Florida nor be Shareholders of the Corporation.

EIGHTH

The name and address of the person(s) who shall serve as initial Directors until the first annual meeting of Shareholders, or until their successor(s) shall be elected and qualified, are as follows:

MICHAEL J. LEDEE	Route 1 Box 943 Lee, FL 32059
KRISTINA M. LEDEE	Route 1 Box 943 Lee, FL 32059

NINTH

The name and address of the initial Incorporator is as follows:

MICHAEL J. LEDEE	Route 1 Box 943 Lee, FL 32059

TENTH

The name and address of the person(s) who shall serve as the Officer until the first annual meeting of Shareholders, or until their successor(s) have been elected and qualified, is as follows:

MICHAEL J. LEDEE President	Route 1 Box 943 Lee, FL 32059
KRISTINA M. LEDEE Secretary	Route 1 Box 32059 Lee, FL 32059

ELEVENTH

Majority consent of the issued stock of the Corporation shall be required for any Shareholder action.

TWELFTH

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting, with not less than a majority vote of the common stock.

THIRTEENTH

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

FOURTEENTH

The effective commencement date of this corporation shall be upon filing hereof.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Madison, Madison County, Florida, this 14th day of March, 2001.

MICHAEL J. LEDEE
Incorporator

STATE OF FLORIDA
COUNTY OF MADISON

Sworn and subscribed before me this 14th day of March, 2001, by MICHAEL J. LEDEE, who is personally known to me and who did take an oath.

HEATHER E. WILSON
Notary Public - State of Florida
My Comm. Expires Nov 8, 2004
Commission # CC980564

HEATHER WILSON
Notary Public

ACCEPTANCE

I, the undersigned, being a citizen of Madison County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

Kristina M. Ledee

KRISTINA M. LEDEE
Registered Agent
Route 1 Box 943
Lee, FL 32059

FILED
01 MAR 15 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA