

DOI 0000065987

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

Please Mail
acceptance to:

APPROVED ASSOCIATES, INC.
100 E. LINTON BLVD STE 201A
DELRAY BEACH FL 33483

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 29 AM 9:01

FILED

Thank you

G. BULLOCK JUL 05 2001

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FILED

01 JUN 29 AM 9:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

ACI Distributors, Inc.

WE, the undersigned hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I.

The name of the corporation shall be:

ACI Distributors, Inc.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

To carry on the business of selling wholesale all types of hearing aid batteries, all other batteries, and all other household items, etc., and to all other matters relating to the above.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One thousand (1,000) (common) shares of one cent (.01) par value.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is Five Hundred (\$500.00) Dollars.

ARTICLE V.

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 1712 N.E. 20th Avenue, Ft. Lauderdale, Fl. 33305, and the mailing address shall be the same.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation shall be:
Irene Cabrera-1712 N.E. 20th Ave., Ft. Lauderdale, Fl. 33305

ARTICLE IX.

The names and post office addresses of each subscriber
and the number of shares of stock which each agrees to take are:

Irene Cabrera-1712 N.E. 20th Ave., Ft. Lauderdale Florida 33305 (100%).

ARTICLE X.

The directors of this corporation, in addition to the powers
conferred by the laws of the State of Florida, shall have the
power to make, alter, amend and repeal the By-laws, and to set
apart, out of any of the funds of the corporation available for
dividends, a reserve or reserves for any proper purpose, and to
alter or abolish such reserve.

The corporation reserves the right to amend, alter, change,
or repeal any provisions contained in this Certificate of
Incorporation, in any manner now or thereafter prescribed by law,
and all rights conferred on officers, directors and stockholders
herein are granted subject to this reserve.

ARTICLE XI.

REGISTERED AGENT

The street address of the initial registered office of this
corporation is: 1712 N.E. 20th Avenue, Ft. Lauderdale Florida 33305.

The initial registered agent is: Irene Cabrera
I hereby am familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Irene Cabrera
Irene Cabrera (SEAL)

Irene Cabrera 6/26/01
Incorporator-- Irene Cabrera----- Date

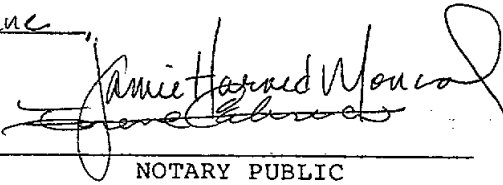
IN WITNESS WHEREOF, we have hereunto set our hands this

26th day of June, 2001.

STATE OF FLORIDA)
) SS.
COUNTY OF)

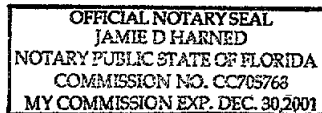
BEFORE ME, the undersigned authority, authorized
to administer oaths and take acknowledgements, personally
appeared Irene Cabrera
to me well known to be the persons described in and who
executed the foregoing Certificate of Incorporation, and they
acknowledged before me, each for himself and not one for the
other, that they executed the same freely and voluntarily for
the purposes therein expressed.

WITNESS my hand and official seal at ^{PALM} ~~BEACH~~ County,
Florida this 26th day of June,



NOTARY PUBLIC

My Commission Expires: 12/30/01



FL DL #C166418779426