

P01000072162
TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

700004485827-5
-07/19/01--01044--008
*****70.00 *****70.00

Date: July 17, 2001
Subject: Incorporation of **Panzer Distribution, Inc.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$70.00 for filing fees. Please return one stamped copy of the articles to the following:

Sandra Kritch
3000 Gulf to Bay Blvd.
Suite 103
Clearwater, Florida 33759

01 JUL 19 PM 2:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 7/23/01 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate name is **Panzer Distribution, Inc.**

ARTICLE TWO

Duration

The duration of the Corporation is perpetual

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The Aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the corporation is 507 Pinewood Drive Oldsmar, Florida 34677

And the name of the initial Registered Agent at such address is Gary Zarb.

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

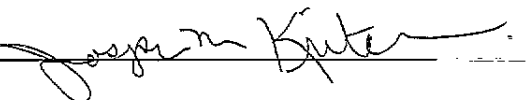
ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M. Kritch
First American Financial Services, Inc.
3000 Gulf to Bay Blvd.
Clearwater, Florida 33759

Incorporator:



Date:

7-17-01

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TALLAHASSEE, FLORIDA

Page 3 of 3

CERTIFICATED OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act that **Panzer Distribution, Inc.** desires to organize under the laws of the State of Florida, with its principal place of business at 507 Pinewood Drive Oldsmar, Florida 34677 named Gary Zarb located at 507 Pinewood Drive Oldsmar, Florida 34677 its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 16th Day of July, 2001

Gary Zarb
Registered Agent