

FROM HILL, WARD, HENDERSON, P.A.

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FLORIDA  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**C&D Factory Direct, Inc.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**C&D FACTORY DIRECT, INC.**

The undersigned, acting as the incorporator of C&D FACTORY DIRECT, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: C&D FACTORY DIRECT, INC.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal business office and mailing address of the corporation is 6601 Adamo Drive, Tampa, Florida 33619

**ARTICLE III. INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws. The name and street address of the initial director is:

<b>Name</b>	<b>Address</b>
J. Jeffrey Fischer	6601 Adamo Drive Tampa, Florida 33619

**ARTICLE IV. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, having a par value of \$.01 per share.

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**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602 and the name of the corporation's initial registered agent at that address is R. James Robbins, Jr.

**ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator is:

R. James Robbins, Jr.  
101 East Kennedy Boulevard  
Suite 3700  
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTED: August 22, 2001

  
\_\_\_\_\_  
R. James Robbins, Jr., as incorporator

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
R. James Robbins, Jr.

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