

P010000101684



ACCOUNT NO. : 072100000032

REFERENCE : 092992 83577A

AUTHORIZATION :

COST LIMIT : \$ PPD

2001 OCT 19 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ORDER DATE : October 19, 2001

ORDER TIME : 10:15 AM

ORDER NO. : 092992-005

CUSTOMER NO: 83577A

CUSTOMER: E. Glenn Tucker, Esq
Rhodes & Tucker

950 N. Collier Boulevard
Suite 204
Marco Island, FL 34145

200004645332--8
-10/19/01--01013--021
*****70.00 *****70.00

DOMESTIC FILING

NAME: MONTEROSSO DISTRIBUTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

RECEIVED
01 OCT 19 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

JS 10/19/01

ARTICLES OF INCORPORATION
OF
MONTEROSSİ DISTRIBUTION, INC.

2001 OCT 19 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this corporation is MONTEROSSİ DISTRIBUTION, INC.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted is all lawful business,
including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge,
sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with,
goods, wares, merchandise, real and personal property, and services, of every class, kind and
description; that it is not to conduct a banking, safe deposit, trust insurance, surety, express,
railroad, canal, telegraph, telephone or cemetery company, a building and loan association,
mutual fire insurance association, cooperative association, fraternal benefit society, state fair
or exposition.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be SunTrust Centre-Suite 204, 950 North Collier Blvd., Marco Island, County of Collier, State of Florida, 34145, and the initial registered agent of this corporation at such office shall be E. GLENN TUCKER, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is 11771 Metro Parkway, Fort Myers, Florida 33912.

ARTICLE VI
MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VII
INITIAL SUBSCRIBER AND INCORPORATOR

The name and street address of the person signing these Articles of

Incorporation are:

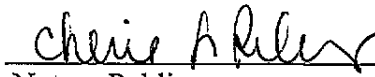
<u>Name</u>	<u>Address</u>
JOSEPH D. ROSSI	27423 Imperial Oaks Circle Bonita Springs, Florida 34135


JOSEPH D. ROSSI

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation of MONTEROSSIDISTRIBUTION, INC., were acknowledged before me this 18 day of October, 2001, by JOSEPH D. ROSSI as Incorporator.


Notary Public

My Commission Expires: R-200-4846-7012 IL



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MONTEROSS
DISTRIBUTION, INC., at the place designated in the Articles of Incorporation, E. GLENN
TUCKER, agrees to act in this capacity, and agrees to comply with the provisions of Section
48.091 relative to keeping open such office.

Date: 10/9/01


E. GLENN TUCKER

FILED
2001 OCT 19 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA