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**HOLCHER & COMPANY, P.A.**  
*Certified Public Accountants and Personal Financial Specialists*  
**AND AFFILIATED COMPANIES**

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February 21, 2002

Florida Dept. of State  
Attn: Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

600005001556--3  
-02/25/02--01086--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: MAH II Distributors of Naples, Inc.

Dear Sir or Madam:

Enclosed herewith please find the following relative to the above-mentioned entity:

1. Articles of Incorporation for MAH II Distributors of Naples, Inc.; and
2. A check in the amount of \$78.75 representing the filing fee, certified copy and registered agent fee.

Should you have any questions or concerns, feel free to contact our office. Thank you for your assistance in this matter.

Cordially,

Sonya Heiser

02 FEB 25 PM 2:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/sgh  
enclosure

**D. WHITE FEB 28 2002**

P.O. Box 338, Naples, Florida 34106-0338, 1000 Tamiami Trail N., Suite #502, Naples, Florida 34102  
Phone (941) 649-7227 Telefax (941) 649-0857 Toll Free (800) 603-0588 Email maxstaxs@antionline.org

3

ARTICLES OF INCORPORATION  
OF  
MAH II DISTRIBUTORS OF NAPLES, INC.

FILED  
02 FEB 25 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: MAH II DISTRIBUTORS OF NAPLES, INC.

ARTICLE II

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III

The general purposes for which this corporation is organized are to engage in the business of providing distribution of consumer goods and services; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$.01 per share.

ARTICLE V

The principal address and the mailing address of this corporation is:

1000 Tamiami Trail North, Suite 502  
Naples, FL 34106

The principal address and the initial registered office address of the corporation are the same.

ARTICLE VI

The name and address of the initial registered agent and incorporator of this corporation is:

Sonya G. Heiser  
1000 Tamiami Trail North, Suite 502  
Naples, FL 34106

ARTICLE VII

This corporation shall have one director initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Max A. Holcher  
1000 Tamiami Trail North  
Suite #502  
Naples, FL 34106

ARTICLE VIII

The Bylaws of the corporation may be adopted altered, amended or replaced and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 23 day of February, 2002.

Wynne G. Heiser

Signature/Incorporator

2/23/02

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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 am familiar with and accept the obligations of my position as registered agent.

Wynne G. Heiser

Signature/Registered Agent

2/23/02

Date