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Florida Department of State
Division of Corporations
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EFFECTIVE DATE

06-24-02

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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

FLORIDA PROFIT CORPORATION OR P.A.
THE DISTANCE DEPOT, INC

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
THE DISTANCE DEPOT, INC.

EFFECTIVE DATE

06-24-02

Article II. Address

The Corporation's mailing address is:
THE DISTANCE DEPOT, INC.
13400 Running Water Road
Palm Beach Gardens FL 33418

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
PINEIRO & WORTMAN, P.A.
7108 Fairway Drive
Suite 225
Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Lynnette G. Burks
Alison E. Torrington

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Scott J. Wortman | FL Bar Member 454222
PINEIRO & WORTMAN, P.A.
7108 Fairway Drive
Suite 225
Palm Beach Gardens FL 33418
561-799-9280

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

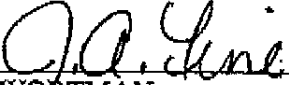
The name and address of the incorporator is:

Scott J. Wortman
PINEIRO & WORTMAN, P.A.
7108 Fairway Drive
Suite 225
Palm Beach Gardens FL 33418

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 24, 2002.

The undersigned incorporator executed these Articles of Incorporation on June 25, 2002.



SCOTT J. WORTMAN
by J.A. Fine as attorney-in-fact

Scott J. Wortman | FL Bar Member 454222
PINEIRO & WORTMAN, P.A.
7108 Fairway Drive
Suite 225
Palm Beach Gardens FL 33418
561-799-9280

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

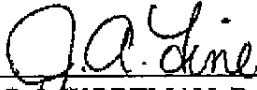
CORPORATION:

THE DISTANCE DEPOT, INC.

REGISTERED AGENT/OFFICE:

**PINEIRO & WORTMAN, P.A.
7108 Fairway Drive
Suite 225
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**PINEIRO & WORTMAN, P.A.
by J.A. Fine as attorney-in-fact**

Date: June 25, 2002

**Scott J. Wortman | FL Bar Member 454222
PINEIRO & WORTMAN, P.A.
7108 Fairway Drive
Suite 225
Palm Beach Gardens FL 33418
561-799-9280**

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