

P02000073562
Borden R. Hallows

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 24, 2002

Secretary of State
Corporate Division
State Capitol Building
Tallahassee, FL 32304

RE: KIRBY DISTRIBUTORS, INC.

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-07/03/02--01051--004
****122.50 *****78.75

Dear Sir/Madam:

Enclosed herewith are the original and one (1) copy of the Articles of Incorporation with regard to the above named corporation.

Also enclosed is our check to you in the sum of \$122.50 to cover the following:

Filing fee	\$ 35.00
Resident Agent	35.00
Certified copy of Charter	<u>52.50</u>
TOTAL	\$ 122.50

Please return to this office a certified copy of the Articles of Incorporation.

Thank you for your assistance and attention to this matter.

Very truly yours,



Borden R. Hallows

BRH/svb
Enc.

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**ARTICLES OF INCORPORATION
OF
KIRBY DISTRIBUTORS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as subscribers to these Articles of Incorporation, do hereby propose to effect a corporation under the Laws of the State of Florida, and pursuant to Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is KIRBY DISTRIBUTORS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business is the sales and service of vacuum cleaners and assorted product.

In that connection, in the performance of the business the purposes would include all forms of investment and other matters relating to the acquisition of companies similar in nature to the services provided and to acquire any type of business that provides a service to the business community.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, deal in and with real and personal property.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporation property, or other instrument to secure the payment of corporate indebtedness as required.

To merge with any other corporation rendering the same or similar type of service.

To invest in, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of real estate, mortgages, stocks, bonds or any other type of investment.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes of this corporation otherwise permitted by law and that it is expressly understood that the powers and privileges of this corporation are of the nature that they can transact any and all business that is lawful.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE IV- INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of the corporation is:

942 Melba St., Jacksonville, FL 32205

ARTICLE VII - DIRECTORS

This corporation shall initially have one (1) director. However the number of directors may be increased from time to time by the By-laws adopted by the shareholders.

ARTICLE VIII - SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Robert Loy	942 Melba St. Jacksonville, FL 32205

ARTICLE IX - REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation is: Borden R. Hallowes and the Registered Office is: 166 A1A North, Ponte Vedra Beach, FL 32082.

ARTICLE X - CONTRACTS

No contract or other transaction between this corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a member, director or officer, or members, directors or officers of such other firm, association or corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, account or transaction of this corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of this corporation is or in any way connected with such person, firm, association, or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested in any wise; the

directors, when so interested, shall be counted in determining the presence of a quorum at the meeting of the Board of Directors, but their vote may be counted as to authorizing, approving or ratifying such contract or transaction only if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested directors; or (b) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors.

ARTICLE XI - INDEMNIFICATION

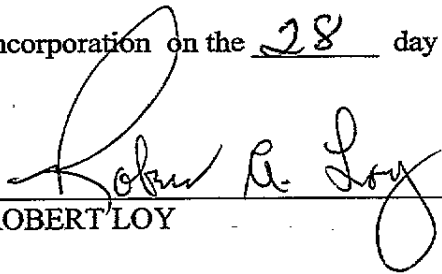
It is expressly provided that this corporation shall indemnify any or all of its directors or officers or former directors or officers or any persons who may be serving at its request as a director or officer of another corporation in which this corporation owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them or any of them in connection with the defense of any action, suit or proceeding to which they or any of them are made parties or a party by reason of being or having been directors or officers of this corporation or of such other corporation, except in relation to matters as to which any director or officer shall be adjudged in any action, suit or proceeding to be liable for any act of bad faith or misconduct in the performance of duty. The foregoing right to indemnify shall include reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding when settlement appears to be in the interest of the corporation.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed by them to the

stockholders and approved at a stockholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the subscribers have executed these Articles of Incorporation on the 28 day of June, 2002.

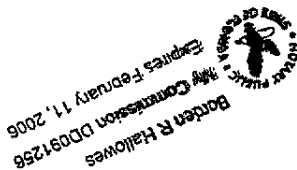


ROBERT LOY

STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally ROBERT LOY, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28 day of June, 2002.



BORDEN R. HALLOWES
Typed or printed name: _____
Notary Public - State of Florida
Commission Number: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST – That KIRBY DISTRIBUTORS, INC., desiring to organize under the Laws of the State of Florida with its principal place of business as indicated in the Certificate of Incorporation located at: 942 Melba St. Jacksonville, FL 32205, has named Borden R. Hallowes whose address is: 166 A1A North, Ponte Vedra Beach, FL 32082, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been made to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


BORDEN R. HALLOWES
Registered Agent

Dated: 6-28-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA