

Division of Corporations

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

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.
GOODMAN GROUP DISTRIBUTORS, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

GOODMAN GROUP DISTRIBUTORS, INC.

For the purposes of forming a corporation under Ch.607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of the corporation shall be GOODMAN GROUP DISTRIBUTORS, INC. and its principal place of business shall be in South Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in any lawful business, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its By-Laws.

ARTICLE III

The total authorized capital stock of this corporation shall be five hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin shall not be less than five hundred dollars (\$ 500).

ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedures.

ARTICLE VI

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than one (1) or more than five (5).

ARTICLE VII

The names and post office address of the first Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-Laws, are:

Christopher B. Cooke
15021 N. Saxon Circle
Ft. Lauderdale FL 33331

Lesley A. Cooke
15021 N. Saxon Circle
Ft. Lauderdale FL 33331

ARTICLE VIII

The registered address of the principal office of the corporation shall be:

15021 N. Saxon Circle
Ft. Lauderdale FL 33331

ARTICLE IX

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for its indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-laws, confer powers additional to the power and authority expressly conferred them by statute to the Directors.

ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

ARTICLES XI

Special meetings of the shareholders may be called by Certified mail, Return Receipt Requested, giving five (5) days of written notice.

ARTICLE XII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

ARTICLE XIV

SHAREHOLDERS MEETING REQUIRED

The action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLE XV

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by and or under the authority of and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation

ARTICLE XVI

POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLES XVII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided.

ARTICLE XIX

INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XX

AMENDMENT

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

ARTICLE XXI

NOTICE

Any notice required herein shall be by Certified Mail Return Receipt Requested, or hand delivered to the stockholders at the following address:

15021 N. Saxon Circle
Ft. Lauderdale FL 33331

ARTICLE XXII

The name and address of the subscriber to these articles is:

Christopher B. Cooke
15021 N. Saxon Circle
Ft. Lauderdale FL 33331

ARTICLE XXIII

The name and address of the resident agent of this corporation is:

Christopher B. Cooke
15021 N. Saxon Circle
Ft. Lauderdale FL 33331

ARTICLE XXIV

I Christopher B. Cooke, a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for GOODMAN GROUP DISTRIBUTORS, INC. hercunto set my hand and seal this 14th day of November, 2002

[Signature]
Register Agent / Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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STATE OF FLORIDA)
 S.S.
COUNTY OF MIAMI-DADE)

On this 14th day of November, 2002, before me, the undersigned, a notary public in and for said county in said state, personally appeared Christopher B. Cooke, known by me to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged, before me, that he executed these Articles of Incorporation in his voluntary act and deed.

[Signature]
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

