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(City/State/Zip/Phone #)

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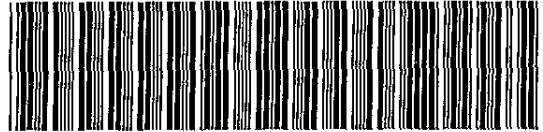
(Business Entity Name)

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F. G. FASER

DEC

**C. D DISTRIBUTING, INC.**  
Christopher J. Devney  
2205 Barratt Court  
St. Cloud, FL 34771

September, 22 2002

State of Florida  
Secretary of State  
Corporate Records  
P. O. Box 6327  
Tallahassee, Florida 32314

Gentlemen:

Kindly find enclosed one original and one copy of the articles of incorporation, plus resident agent letters for:

**C. D DISTRIBUTING, INC.**

Also, enclosed is my check in the amount of \$78.75 to cover the filing fees.

Please mail the charter and papers to:

**C. D DISTRIBUTING, INC.**  
Christopher J. Devney  
2205 Barratt Court  
St. Cloud, FL 34771

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Should you have any questions, regarding the above, please call me at area code (407-925-5920). If I am not in, please leave your name and telephone number and I will get back with you.

Thank you,

Sincerely,

  
Christopher J. Devney, President

**CERTIFICATE OF INCORPORATION**

**OF**

**C. D. DISTRIBUTING, INC.**

PPPPPPPPPP

**ARTICLE I - NAME**

The name of this corporation shall be **C. D. DISTRIBUTING, INC.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be 500 shares of common stock of the par value of \$1.00 per share, upon which there is no preemptive rights except to the extent specified by By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases, or any other valuable right or thing, for the uses and purposes of the corporation, and all shares of capital, when issued in exchange therefore, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be non-assessable forever and the judgment of the Board of Directors as to the value of any property right or thing acquired in exchange for capital stock shall be conclusive.

**ARTICLE IV - INITIAL CAPITAL**

This corporation shall begin with Five Hundred Dollars (\$500.00).

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved by law.

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#### **ARTICLE VI - PRINCIPAL OFFICE**

The principal office of this corporation shall be located at **2205 Barratt Court, St. Cloud, FL 33771**. The Board of Directors may from time to time, move the principal office to any other address and may establish branch offices and other places of business as may be deemed expedient.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The business of this corporation shall be conducted by its Board of Directors.

This corporation shall have a minimum of one director and not more than five directors.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause.

The duties and powers and function of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

#### **ARTICLE VIII - ORIGINAL DIRECTORS**

The names and address of the Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>Christopher J. Devney</b>	<b>2205 Barratt Court St. Cloud, FL 34771</b>

#### **ARTICLE IX – SUBSCRIBERS**

The name and address of the subscribers to the Certificate of incorporation and a statement of the number of shares of stock which they agree to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>#OF SHARES</u>
<b>Christopher J. Devney</b>	<b>2205 Barratt Court St. Cloud, FL 34771</b>	<b>260</b>

#### **ARTICLE X**

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to

the stockholders and approved at a stockholders' meeting by a majority of the stockholders 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 of these Articles of Incorporation be made.

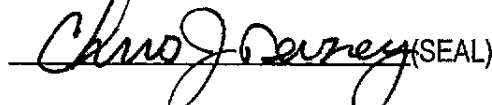
#### ARTICLE XI

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firms so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any directors of this corporation who are also directors or officers of such corporation, or who are so interested may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business, both within and without the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 608 F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number

2nd day of Dec, 2002.

 (SEAL)  
Christopher J. Devney, President

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgements in the State and County named above, personally appeared **Christopher J. Devney**, to me known and known to me to be the person described as, the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this

2ND day of Dec, 2002



Peter Dhanraj  
My Commission DD000232  
Expires November 12, 2005

Peter Dhanraj  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
My Commission Expires :

NOTARY  
PLEASE ENTER  
THE COUNTY ON  
BOTH COPIES

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **C. D. Distributing, Inc.** under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at **City of St. Cloud, County of Orange, State of Florida**, has named **Christipher J. Devney**, located at **2205 Barratt Court , St. Cloud, FL 34771**, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at 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.

  
\_\_\_\_\_  
**Christopher J. Devney**  
Resident Agent

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