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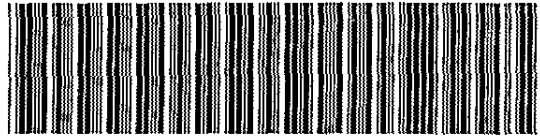
(Business Entity Name)

(Document Number)

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11/17/03--01088--019 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC 12 PM 1:38

FILED

W03-35981
12/12

State of Florida
Department of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32301

November 14, 2003

Re: PACE ENTERPRISES, INC.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and certify and return to us a certified copy.

We are enclosing our check in the amount of \$78.75 covering the fees relating to this filing.

Very truly yours,

Ronald K. Pace, Incorporator



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 2, 2003

RONALD PACE
1411 NURSERY ROAD
CLEARWATER, FL 33756

SUBJECT: PACE ENTERPRISES, INC.
Ref. Number: W03000035981

We have received your document for PACE ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6924.

Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter Number: 603A00064699

**ARTICLES OF INCORPORATION
OF
AMERICAN DISTRIBUTION CENTERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AMERICAN DISTRIBUTION CENTERS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of no (\$0.00) par value Common Stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights attendant to ownership of any shares in this corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1411 Nursery Rd, Clearwater, FL 33756, and the name

of the registered agent of this corporation at that address is Ronald K. Pace.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director nor more than fifteen directors. The name and address of the initial Directors of the corporation are:

Ronald K. Pace.
1411 Nursery Road
Clearwater, FL 33756

Rose Pace.
1411 Nursery Road
Clearwater, FL 33756

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Ronald K. Pace.
1411 Nursery Road
Clearwater, FL 33756

Rose Pace.
1411 Nursery Road
Clearwater, FL 33756

ARTICLE IX - INDEMNIFICATION

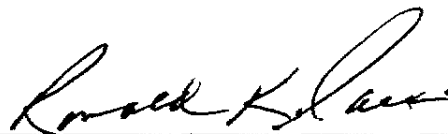
This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any

amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 14th day of November, 2003.



Ronald K. Pace



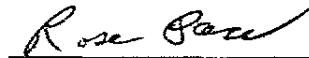
Rose Pace

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the Following is submitted:

FIRST: AMERICAN DISTRIBUTION CENTERS, INC.
that _____, desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 1411 Nursery Road,
Clearwater, FL 33756 has named Ronald K. Pace as its
agent to accept service of process within Florida.

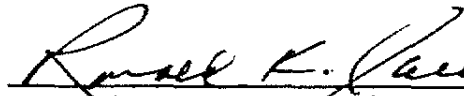
Dated November 14, 2003.



Rose M. Pace, Incorporator

SECOND: Having been named to accept service of process for the
above named corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and
I further agree to comply with the provisions of all
statutes relative to the proper performance of my duties.

Dated November 14, 2003.



Ronald K. Pace, Registered Agent

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TALLAHASSEE, FLORIDA