

P04000026315

(Requestor's Name)

George C. McKenzie Jr.  
321 Balogh Place  
Longwood, Florida 32750

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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(GAV) 2-10-04

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ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AMC DISTRIBUTING, INC.

The undersigned subscriber to these Articles of Incorporation, being of legal age and a natural person, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be AMC Distributing, Inc.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any

other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be inclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE IV - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

#### ARTICLE V - PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this corporation and principal corporate address shall be:

321 Balough Place  
Longwood, FL 32750

The name of the initial registered agent of this corporation at that address shall be:

George C. McKenzie

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may either be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1).

C. Any director may be removed from office by a majority of the stockholders entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

NAME	ADDRESS	OFFICE
George C. McKenzie	321 Balogh Place Longwood, FL 32750	Director

ARTICLE VIII - SUBSCRIBER TO ARTICLES

The following are the name and address of the subscriber to these Articles of Incorporation:

NAME	ADDRESS
George C. McKenzie	321 Balogh Place Longwood, FL 32750

ARTICLE IX - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and such By-Laws shall prescribe the duties of the officers of this corporation. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 28<sup>th</sup> day of JANUARY, 2004.

  
\_\_\_\_\_  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared George C. McKenzie known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of JANUARY, 2004.



Sallie A. Harris  
My Commission DD078084  
Expires December 16, 2005

Sallie A. Harris

Notary Public

My Commission Expires:  
12-16-2005

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

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

First -- that AMC Distributing, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at City of Longwood, County of Seminole, State of Florida, has named George C. McKenzie, located at 321 Balogh Place, City of Longwood, County of Seminole, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 that capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_

*George C. McKenzie*