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04 JUL -2 PM 3:01

**D & S QUALITY DISTRIBUTORS, INC.**

**2626 58<sup>TH</sup> Court  
Vero Beach, Florida 32966**

June 22, 2004

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

RE: D & S Quality Distributors, Inc.

Dear Sir/Madam:

Enclosed please find the original and one duplicate of the Articles of Incorporation for the above-named corporation. We would appreciate the filing of these original Articles with your office and **returning a certified copy** to the undersigned.

We are also enclosing a cashier's check in the amount of \$78.75 representing the following fees, pursuant to your filing fee chart on Florida Department of State's official website, to-wit:

Filing Fee	\$	35.00
Registered Agent Designation		35.00
Certified Copy		<u>8.75</u>
Total	\$	78.75

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DIVISION OF CORPORATIONS  
STATE OF FLORIDA

Please process these Articles as quickly as possible and return the certified copy to me as requested above. For your convenience, we enclose a self-addressed, stamped envelope.

Thank you very much for your courtesies and assistance in this matter.

Very truly yours,



Robert Darrell Glenn, President

**ARTICLES OF INCORPORATION**  
**OF**  
**D & S QUALITY DISTRIBUTORS, INC.**

**ARTICLE I – NAME**

The name of this corporation is **D & S Quality Distributors, Inc.**

**ARTICLE II – DURATION**

This corporation shall have perpetual existence according to law.

**ARTICLE III – PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV – CAPITAL STOCK**

The amount of capital stock authorized for the corporation is a maximum of One Hundred (100) shares of common stock, having a no par value per share, and which shall be issued as fully paid and non-assessable. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such By-Laws as the corporation shall, from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 2626 58<sup>th</sup> Court, Vero Beach, Florida 32966, and the name of the Registered Agent of this corporation is Robert Darrell Glenn.

**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The number of Directors of this corporation shall be no more than four (4). The names and addresses of the Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Darrell Glenn	2626 58 <sup>th</sup> Court Vero Beach, FL 32966

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Sheryl Lynn Heckman

2626 58<sup>th</sup> Court  
Vero Beach, FL 32966

ARTICLE VII – INCORPORATION

The name and address of the person signing these Articles is Robert Darrell Glenn, 2626 58<sup>th</sup> Court, Vero Beach, Florida 32966.

ARTICLE VIII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- A. Any limitation or restraint upon the transferability, alienation or assignment of stock;
- B. Any limitation or restraint upon the encumbrance or pledge of stock;
- C. Any agreements conferring preemptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- D. Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and;
- E. Any and all such agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by By-Laws of the corporation.

ARTICLE IX

The corporation reserves the right to amend, alter or change or repeat any provision contained in this Certificate of Articles of Incorporation, in the manner now or hereafter prescribed by applicable provision by law, and all rights and powers conferred upon Stockholders, Directors and Officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22<sup>nd</sup> day of June, 2004.

  
Robert Darrell Glenn

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

BEFORE ME, the Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT DARRELL GLENN, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County last aforesaid this 22<sup>nd</sup> day of JUNE 2004.



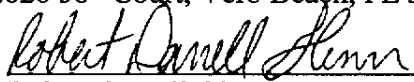
(SEAL)

Kathy H. Heckman  
Notary Public, State of Florida At Large  
My Commission Expires:  
My Commission Number



ACCEPTANCE

I, ROBERT DARRELL GLENN, hereby accept the designation of Registered Agent of this corporation. My Address is: 2626 58<sup>th</sup> Court, Vero Beach, FL 32966.

  
Robert Darrell Glenn


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.

First: That **D & S Quality Distributors, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named ROBERT DARRELL GLENN, 2626 58<sup>th</sup> Court, Vero Beach, FL 32966, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

I, the undersigned, having been named to accept service of process for the above named corporation, at the place designated by this Certificate, hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Robert Darrell Glenn,  
Registered Agent

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