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OF VIELE OF CONFORMING

The Olive

SHAPIRO BLASI WASSERMAN, P.A.

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HOLLYWOOD OFFICE
EMERALD VILLAGE PROFESSIONAL PLAZA
3864 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021

VIA FEDERAL EXPRESS

August 13, 2004

* ADMITTED IN FL & NJ * BOARD CERTIFIED LABOR & EMPLOYMENT LAWYER

ANDREW B. BLASI

ROBIN I. COHEN

ANDREW M. DECTOR*

DAVID ELTRINGHAM***

*** ADMITTED IN FL & NY

Daniel R. Levine" Michael B. Shapiro Jeffrey P. Wasserman

> Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: COLL DISTRIBUTORS, INC.

Gentlemen:

In connection with the referenced entity, enclosed please find new Articles of Incorporation and Registered Agent Certificate, together with our check in the sum of \$70.00 representing the filing fee.

Please stamp the enclosed copy and return with your receipt.

Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,

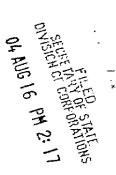
Rosemary Jacolucci Legal Assistant

:rj Enclosure

ARTICLES OF INCORPORATION

OF

COLL DISTRIBUTORS, INC.



The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such Corporation:

- 1. NAME. The name of the corporation is COLL DISTRIBUTORS, INC.
- 2. PRINCIPAL OFFICE/MAILING ADDRESS. The principal office and mailing address of the corporation is 19229 Sabal Lake Drive, Boca Raton, Florida 33434.
- 3. **SHARES.** The number of shares the corporation is authorized to issue is one thousand (1,000) shares. The par value for the authorized shares is One Dollar (\$1.00).
- shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
- 5. <u>INITIAL REGISTERED OFFICE AND AGENT</u>. The name and street address of the initial registered agent and office of this corporation is:

Antonio Coll

19229 Sabal Lake Drive, Boca Raton, Florida 33434.

addresses the INCORPORATOR. The names and Incorporator is: 19229 Sabal Lake Drive, Antonio Coll Boca Ratori, Florida 33434. The names and addresses of the initial DIRECTORS. director is: 19229 Sabal Lake Drive, Antonio Coll Boca Raton, Florida 33434. PURPOSE. The purpose of the Corporation is to conduct all lawful business as is permissible under the laws of the State of Florida. IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation this // day of August, 2004. STATE OF COUNTY OF I HEREBY CERTIFY that on this __// day of August, 2004, before me, an officer duly authorized in the State of Phila, County of Palm Beach, aforesaid to take acknowledgments, personally appeared ANTONIO COLL _ , who is personally known to me, or [/ who has produced // dicure as identification, the person described in and who executed the foregoing instrument and [] who did [] who did not take an oath. WITNESS my hand and official seal in the County of Seach, State of Florida _ last aforesaid _ day of August, 2004. Andrew B. Blasi Commission #DD256380

Notary Public, State of This

Expires: Oct 25, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires:

(PRINT NAME OF NOTARY PUBLIC)

ACCEPTANCE OF REGISTERED AGENT

Having been named as resident agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations under the Florida Statutes.

Antonio Coll

STATE OF Flaid) SS.
COUNTY OF famborh)

I HEREBY CERTIFY that on this ______ day of August, 2004, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANTONIO COLL, [] who is personally known to me, or [] who has produced ______ as identification, the person described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this _// day of August, 2004.

Andrew B. Blasi
Commission #DD256380
Expires: Oct 25, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Notary Public, State of Florida

(Print Name of Notary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS