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FLORIDA PROFIT CORPORATION OR P.A.

SOUTHEASTERN DISTRIBUTORS, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
SOUTHEASTERN DISTRIBUTORS, INC.**

I, NED R. NASHBAN, the undersigned natural person, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I
Name

The name of the Corporation is **Southeastern Distributors, Inc.**

ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 1731 Upland Road, West Palm Beach, Florida 33409.

ARTICLE III
Duration

The Corporation shall have a perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV
Purposes and Powers

The purposes for which the Corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, more particularly the transacting of any lawful business as a distributor.

ARTICLE V
Capital Stock

The aggregate number of shares, which the Corporation shall have authority to issue, is ONE HUNDRED (100) shares, consisting of one class only, designated as "Common Stock," of the par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

ARTICLE VI
Right to Purchase Own Shares

The Corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions, as the Board of Directors shall fix.

Prepared By:
Ned R. Nashban, Esquire
Florida Bar No.: 717230
Quarles & Brady, LLP
1900 Glades Road, Suite 355
Boca Raton, Florida 33431
(561) 368-5400

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ARTICLE VII
Initial Registered Office and Agent

The address of the Initial Registered Office of the Corporation is 1395 Panther Lane, Suite 300, Naples, Florida 34109-7874, and the name of its Initial Registered Agent at such address is Naples-Lawdock, Inc.

ARTICLE VIII
Initial Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The Corporation shall have one (1) initial Director constituting the Initial Board of Directors. The name of the Initial Board of Directors of the Corporation is as follows:

George Koeckritz

ARTICLE IX
Incorporator

The name and address of the person executing these Articles of Incorporation, as the Incorporator, is Ned R. Nashban, 1900 Glades Road, Suite 355, Boca Raton, Florida 33431.

ARTICLE X
Amendment

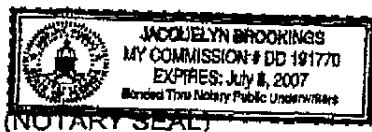
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

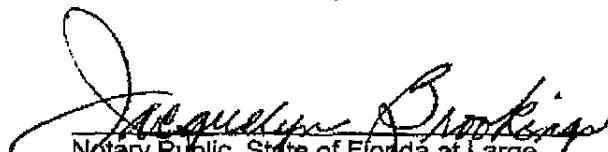
2nd THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this day of December, 2004.


Ned R. Nashban, Incorporator

STATE OF FLORIDA
PALM BEACH COUNTY

SWORN TO AND SUBSCRIBED before me this 2nd day of December, 2004, by Ned R. Nashban, (who is personally known to me or who has produced _____ as identification.




Notary Public, State of Florida at Large
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
FOR
SOUTHEASTERN DISTRIBUTORS, INC.**

IN COMPLIANCE WITH §48.091, FLORIDA STATUTES AND PURSUANT TO §607.0501(3) OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is **SOUTHEASTERN DISTRIBUTORS, INC.**

The name of the initial registered agent is Naples-Lawdock, Inc., located at 1395 Panther Lane, Suite 300, Naples, Florida 34109-7874, as its registered agent to accept service of process within the State of Florida.

Dated this 1st day of December, 2004.

By: 
Ned R. Nashban, Incorporator

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REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of Registered Agent.

Dated this 2nd day of December, 2004.

NAPLES-LAWDOCK, INC., a Florida
Corporation

By: 
Ned R. Nashban, Vice President

Prepared By:
Ned R. Nashban, Esquire
Florida Bar No.: 717230
Quarles & Brady, LLP
1900 Glades Road, Suite 355
Boca Raton, Florida 33431
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