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# Geraldine R. Holloway Attorney at Law

P.O. Box 151783 Tampa, Florida 33684-1783 Tel. (813) 238-8839 Fax. (813) 237-1852

December 23, 2005

**DIVISION OF CORPORATIONS** 

409 East Gaines Street Tallahassee, FL 32399

ATTENTION: New Filings

Re: A.M. Sunshine Distributing, Inc.

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for the referenced corporation. A check in the amount of \$70.00 for the following:

Filing Fee

Registered Agent Fee 35.00

Kindly stamp the enclosed copy of the Articles with the date of filing, and return to my office. A self-addressed envelope is enclosed for your convenience.

\$ 35.00

Thank you for your assistance.

Sincerely,

GERALDINE R. HOLLOWAY

Enclosures

#### ARTICLES OF INCORPORATION

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OF

#### A.M. SUNRISE DISTRIBUTING, INC.

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

## ARTICLE ONE

The name of the corporation will be: A.M. SUNRISE DISTRIBUTING, INC.

# ARTICLE TWO

The corporation will have perpetual existence unless sooner dissolved according to law, and will commence corporate existence upon the filing of these Articles by the Department of State.

#### ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the Laws of the State of Florida, and of the United States.

## ARTICLE FOUR

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which will be designated "Common Stock."

#### ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds will have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE SIX

The address of the Corporation's principal office, initial registered office, and mailing address is 620 Pent Street, Tarpon Springs, Florida 34689. The name of the initial registered agent of the Corporation located at its registered office is Albert R. Menchen, Jr.,

# ARTICLE SEVEN

This corporation will have one director initially. The number of directors may be increased or diminished from time to time by the bylaws of this corporation, but will never be less than one. The name and address of the initial director of this corporation are:

Albert R. Menchen, Jr.

620 Pent Street Tarpon Springs, Florida 34689

# ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, will hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

# NAME and OFFICE

# STREET ADDRESS

Albert R. Menchen, Jr./President

620 Pent Street

Tarpon Springs, Florida 34689

#### ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board personally, by means of conference telephones, or as otherwise provided by law.

#### ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

#### ARTICLE ELEVEN

This corporation will indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

#### ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE THIRTEEN**

The name and address of the incorporator of this corporation is Albert R. Menchen, Jr., 620 Pent Street, Tarpon Springs, Florida 34689

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the ZZ Day of DECEMBER 2005.

Incorporator

# **ACCEPTANCE OF DESIGNATION**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated the 22 Day of DECEMBER 2005.

Registered Agent