

TRANSMITTAL LETTER

FILED
1995 JAN 23 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7000001393617
-01/25/95--01002--004
*****70.00 *****70.00

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

LACO DISTRIBUTING, INC.

FILED
1995 JUN 23 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is LACO Distributing, Inc. called the "Corporation").

(hereinafter

ARTICLE II

The purpose for which this corporation is formed is to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
500	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro-rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

The address of the Corporation's registered office in the State of Florida is 4336 Forest Hill Blvd.-Suite 205, West Palm Bch. Fl 33406, County of Palm Beach, and the name of its registered agent at such address is Malcolm S. Lacy.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the corporation's bylaws. The number of directors constituting the initial Board of Directors is two and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's Directors until their successors are duly elected and qualified are:

James N. Cook, Jr.
124 Greenbrier Dr.
Palm Springs, FL 33461

Malcolm S. Lacy
4336 Forest Hill Blvd.-Suite 205
West Palm Beach, FL 33406

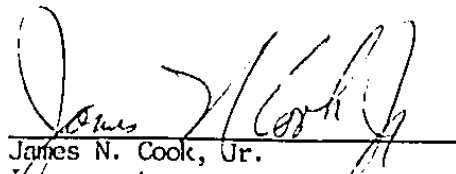
ARTICLE VII

The name of the Incorporator is James N. Cook, Jr. and the address of the Incorporator is 124 Greenbrier Dr., Palm Springs, Florida 33461.

ARTICLE VIII

This corporation shall indemnify and may advance expenses on behalf of officers and directors to the fullest extent permitted by law in its charter or in any resolution of the board of directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18 TH day of January 1995, by James N. Cook, Jr. of LACO Distributing, Inc.

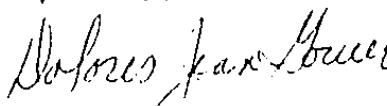

James N. Cook, Jr.
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing was acknowledged and sworn to before me this 19th day of JAN, 1995 by James N. Cook, Jr. of LACO Distributing, Inc.



Dolores Jean Gower
My Comm Exp. 4/24/1996
Bonded By Service Ins. Co.
No. CC190620



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LACO DISTRIBUTING, INC.

2. The name and address of the registered agent and office is:

MALCOLM S. LACY

(Name)

4336 FOREST HILL BLVD.- SUITE 205

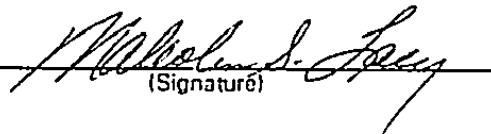
(P.O. Box ~~not~~ acceptable)

WEST PALM BEACH, FLA. 33406

(City/State/Zip)

FILED
1995 JAN 23 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1/18/95
(Date)