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LAW OFFICES
HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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ORLANDO L. EVORA, P.A.

DIRECT DIAL NUMBER
(407) 648-7444

February 22, 1995

1995 FEB 23 PM 3
FILED
SECRETARY OF
TALLAHASSEE
WEST PALM BEACH, FLORIDA
TAMPA, FLORIDA
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Re: Articles of Incorporation of Southstar Distribution Associates, Inc.

Dear John:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Southstar Distribution Associates, Inc. to be filed with the Secretary of State. Also enclosed is our check made payable to the Secretary of State in the amount of \$122.50 which represents the following:

\$ 35.00 filing fee;
\$ 52.50 fee for a certified copy; and
\$ 35.00 registered agent fee.
\$122.50

Please file the enclosed Articles of Incorporation of Southstar Distribution Associates, Inc. with the Secretary of State's office, wait for the a certified copy and return the certified copy to me by U.S. Mail.

If you should have any questions, please feel free to call.

Thank you in advance for your cooperation.

Sincerely,

HONIGMAN MILLER SCHWARTZ AND COHN

Orlando

Orlando L. Evora, P.A.

will wait

OLE/jlf
Enclosures
ORLANDO/108271

**ARTICLES OF INCORPORATION
OF
SOUTHSTAR DISTRIBUTION ASSOCIATES, INC.**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this corporation is SOUTHSTAR DISTRIBUTION ASSOCIATES, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this corporation is 500 South Park Avenue, Suite 205, Winter Park, Florida 32789.

**ARTICLE III
DURATION**

This corporation shall begin its corporate existence as of March 1, 1995, and shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV
GENERAL PURPOSE**

This corporation is organized for the sole and only purpose of operating an Amway distributorship.

**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 390 N. Orange Avenue, Suite 1300, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Orlando L. Evora.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have two (2) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to the By-Laws of this corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Roger W. Holler, III	500 South Park Avenue, Suite 205 Winter Park, Florida 32789
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Sallye F. Holler	500 South Park Avenue, Suite 205 Winter Park, Florida 32789
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ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this corporation is:

Roger W. Holler, III	500 South Park Avenue, Suite 205 Winter Park, Florida 32789
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ARTICLE X
BY-LAWS

The power to adopt, alter or repeal By-Laws shall be vested in either the Board of Directors or the shareholders of this corporation.


**ARTICLE XI
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XII
AMENDMENT**

The 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 shareholder is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 22nd day of February, 1995.



Roger W. Holler, III
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of February, 1995, by Roger W. Holler, III, who is personally known to me.



NOTARY PUBLIC
Print Name: Vanda D. Mitchell
My Commission Expires:
Commission Number:

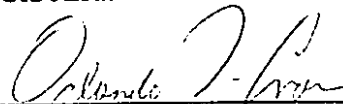


VANDA D. MITCHELL
MY COMMISSION # CC 178470 EXPIRES
March 10, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for SOUTHSTAR DISTRIBUTION ASSOCIATES, INC. at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Orlando L. Evora