

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL  
904-222-9171  
904-222-0393 FAX

800-342-8086

**P95000016350**

**CSC networks**

95 FEB 28 AM 11:12

DIVISION OF CORPORATION

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 549863 4656A

AUTHORIZATION :

*Patricia Pujot*

COST LIMIT : \$ 122.50

ORDER DATE : February 28, 1995

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ORDER TIME : 10:58 AM

ORDER NO. : 549863

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

*Rush Will Wait*

DOMESTIC FILING

RUSH WILL WAIT

NAME: H. B. ADAMS DISTRIBUTORS, INC.

*P95000016350*

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

*(R, same)*

*PR*

*2-28-95*

*02/A*

SECRET  
TALLAHASSEE, FLORIDA

95 FEB 28 AM 11:24

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# GREENBERG

ATTORNEYS AT LAW

# TRAUERIG

Leonard J. Adler  
Fernando C. Alonso  
Cesar L. Alvarez  
Liliana Armas  
Daniel H. Aronson  
David C. Ashburn  
Charles M. Auslander  
Fred W. Baggett  
Kerri L. Barsh  
Hilarie Bass  
V. Dawn Beighley  
Norman J. Benford  
Dale S. Bergman  
Paul Berkowitz  
Bridget Berry  
Mark F. Bienen  
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Mark D. Bloom  
Reginald L. Bouthillier, Jr.  
Howard Bregman  
Blake D. Bringgold  
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Burt Bruton  
Bernardo Burstein  
Joseph A. Carballo  
Diane Wagner Carr  
David R. Chase  
Michael J. Cherniga  
Ary Choucke  
Sue M. Cobb

C. Deryl Couch  
Miguel A. De Grandy  
Alan T. Dimand  
Trini L. Donato  
Lucia A. Dougherty  
Candace R. Duff  
William B. Eck  
Kenneth Edelman  
Arthur J. England, Jr.  
Gary M. Epstein  
Elvira A. Escobedo  
Henry H. (Bucky) Fox  
Jorge L. Fresland  
Jeffrey R. Fried  
Robin E. Frydman  
Robert C. Gang  
Richard G. Garrett  
Brian K. Gart  
David J. George  
Jeffrey Gilbert  
Laurie L. Gildan  
Bruce H. Giles-Klein  
Richard J. Giusto  
Lawrence Godofsky  
Joel K. Goldman  
Steven E. Goldman  
Glenn E. Goldstein  
Joseph C. Goldstein  
Steven S. Goodman  
Matthew B. Gordon

Dianne Greenberg  
Melvin N. Greenberg  
Robert L. Grossman  
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Alberta M. Hernandez  
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Larry J. Hoffman  
Kenneth A. Horky  
John Harrison Hough  
Gerald J. Houlahan  
Andrew Hubbs  
John B. Hutton  
Keith A. James  
Martin Kalb  
Steven M. Katzman  
David S. Kenin  
Holly W. Kammel  
Steven J. Kravitz  
J. D. Boone Kuersteiner  
Christopher L. Kurzman  
Ronald C. LaFace  
Gustavo J. Lamelas  
Steven A. Landy  
Steven B. Lapidus  
Nancy R. Lash  
Moshe M. Lehrfield

James P. S. Leslaw  
Marc S. Levin  
Oscar Levin  
Michael P. Levinson  
Norman H. Lipoff  
Carlos E. Loomis  
Juan P. Loumiot  
Bruce E. Macdonough  
Robert P. Macina  
Alfred J. Maledatto  
Samantha D. Malloy  
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Patrick T. O'Brien, of Counsel  
Allan Salovin, of Counsel  
Paul E. Shapiro, of Counsel  
H. Allan Shore, of Counsel  
Craig E. Stein, of Counsel  
Marc M. Watson, of Counsel  
Julie A.S. Williamson, of Counsel  
Zachary H. Wolff, Retired

Elizabeth C. Galvin, L.A.  
305-789-5449

February 27, 1995

Florida Division of Corporations  
DOMESTIC CHARTER SECTION  
P. O. Box 6327  
Tallahassee, FL 32314

RE: H.B. ADAMS DISTRIBUTORS, INC.

Enclosed herewith are three duly executed originals of **ARTICLES OF INCORPORATION** for the captioned corporation. Also enclosed is a check in the amount of \$ 122,50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,

**ARTICLES OF INCORPORATION  
OF  
H.B. ADAMS DISTRIBUTORS, INC.**

FILED  
95 FEB 28 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is H.B. ADAMS DISTRIBUTORS, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is c/o: Kenneth A. Perkins, 2151 W. Hillsboro Boulevard, Suite 400, Deerfield Beach, FL 33442.

**ARTICLE III**

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

<b><u>Number of Shares Authorized</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is: c/o: Gemaire Distributors, Inc., 2151 W. Hillsboro Boulevard, Suite 400, City of Deerfield Beach, County of Palm Beach, State of Florida 33442, and the name of its initial registered agent at such office is **Kenneth A. Perkins.**

**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 one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified is:

KENNETH A. PERKINS  
2151 W. Hillsboro Boulevard  
Suite 400  
Deerfield Beach, FL 33442

**ARTICLE VII**

The name of the Incorporator is Kenneth A. Perkins, and the address of the Incorporator is 2151 W. Hillsboro Boulevard, Suite 400, Deerfield Beach, FL 33442.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22 day of February, 1995.

  
\_\_\_\_\_  
KENNETH A. PERKINS, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of H.B. ADAMS DISTRIBUTORS, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
KENNETH A. PERKINS, Registered Agent

Dated: February 22, 1995.