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RICKEY L. FARRELL

ATTORNEY AT LAW, P.A.
1595 S.E. PORT ST. LUCIE BOULEVARD
PORT ST. LUCIE, FL 34952
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April 24, 1995

FILED
95 APR 26 PM 1:32
SECRET
TALLAHASSEE, FLORIDA

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ST. LUCIE DISTRIBUTING, INC. *utors*

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent. Please file the original in your offices and certify and return to us a certified copy.

I am enclosing a check in the amount of \$122.50 covering:

\$ 35.00	- Filing Fee
52.50	- Certified Copy
<u>35.00</u>	- Registered Agent Designation
\$122.50	

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Thank you for your cooperation in this matter.

Sincerely,

Laura J. Maycen

Laura J. Maycen
Assistant to
Rickey L. Farrell

enc.

AGC-2

**ARTICLES OF INCORPORATION
OF
ST. LUCIE DISTRIBUTORS, INC.**

ARTICLE I - NAME

The name of this corporation is St. Lucie Distributors, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal place of business of this corporation is 2659 S.E. Morningside Boulevard, Port St. Lucie, Florida 34952 and the name of the initial registered agent of this corporation is Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of this corporation are:

Marie Renna
2799 Bluem Way
Port St. Lucie, FL 34952

Loreen Calarco
2659 S.E. Morningside Boulevard
Port St. Lucie, Florida 34952

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ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these articles are:

Marie Renna
2799 Bluem Way
Port St. Lucie, FL 34952

Loreen Calarco
2659 S.E. Morningside Boulevard
Port St. Lucie, Florida 34952

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 5th day of April, 1995.

Marie Renna
MARIE RENNA

Incorporator

Loreen Calarco
LOREEN CALARCO

Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marie Renna and Loreen Calarco, who have produced no as identification or are personally known to me and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5th day of April, 1995.

(S E A L)

Laura J. Mayden
Notary Public State of Florida

Printed Signature: Laura J. Mayden

My Commission No: CC106592

My Commission Expires:

Notary Public
State of Florida at Large
My Commission Expires:
May 7, 1995

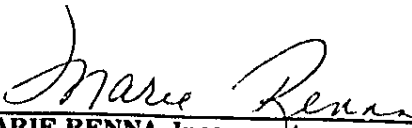
Notary Public
State of Florida at Large
My Commission Expires:
May 7, 1995

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

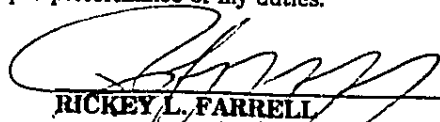
In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FI. ST that St. Lucie Distributors, Inc., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2859 S.E. Morningside Boulevard, Port St. Lucie, Florida 34952, has named Rickey L. Farrell, Esquire, 1595 S.E. Port St. Lucie Boulevard, Port St. Lucie, Florida 34952, as its agent to accept service of process within Florida.

Dated: 4/5/1995


MARIE RENNA, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


RICKEY L. FARRELL
Registered Agent

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