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FROM THE DESK OF

DIANE DOWLING

FILED  
95 MAY 25 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 23, 1995

Department of State  
P.O. Box 6327  
Tallahassee, Fla. 32314  
Attn: New Corporation Filing

Dear Sir/Madam:

As per conversation, enclosed please find the Articles of Incorporation for D & D Distributors, Inc. and the filing fee in the amount of \$122.50.

We look forward to receiving our Registration number and Corporate Certificate in the near future.

Thank you.

Sincerely,

*Diane Dowling*  
Diane Dowling  
1314 Pleasantridge Place  
Orlando, Fla. 32835

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DD  
Enclosure:

PAK  
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**ARTICLES OF INCORPORATION  
OF  
D & D DISTRIBUTORS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

D & D DISTRIBUTORS, INC.

**ARTICLE II - Business and Activities**

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV Term of Existence**

The effective date upon which this corporation shall come into existence shall be upon the filing of these Articles with the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office  
Initial Registered Office and Agent**

The street address of the initial corporate office of this corporation is 1314 Pleasantridge Place, Orlando, Florida 32835 and the name of the initial Registered Agent is Diane Dowling, 1314 Pleasantridge Place, Orlando Florida 32835.

## ARTICLE VI Directors

- A. The initial number of Directors of this corporation shall be three (3).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this corporation. In no event, however, shall the number of Directors be less than one (1).
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this corporation or until their successors are elected or appointed and have qualified, is:

<u>Name</u>	<u>Address</u>
Diane Dowling	1314 Pleasantridge Place Orlando, Florida 32835
Grace Bellagamba	5161 Vineland Road Orlando, Florida 32811
Susan Cashman	5721 Elon Drive Orlando, Florida 32808

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this corporation for any cause deemed sufficient by such Shareholders.
- G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however,

any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Diane Dowling	1314 Pleasantridge Place Orlando, Florida 32835

#### ARTICLE VIII Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

#### ARTICLE IX Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Shareholders or the Board of Directors of this corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE XI No Preemptive Rights

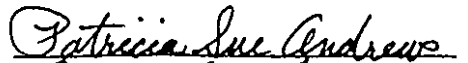
No shareholder of this corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of May, 1995.

  
DIANE DOWLING

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22nd day of May, 1995, by DIANE DOWLING, ~~who is personally known to me or who has produced~~ FL DRIVERS LICENSE as identification, and who did not take an oath.

  
Typed Name: PATRICIA SUE ANDREWS;  
Notary Public

My Commission Expires:



PATRICIA SUE ANDREWS  
My Commission CC370952  
Expires Jun. 06, 1996  
Bonded by ANB  
800-652-5878

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of D & D DISTRIBUTORS, INC.

  
DIANE DOWLING

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA