

IN RE: STAFF & WILLIAMS DISTRIBUTING, INC.

mittal. Memorandum

Date June 9, 1995

Enclosed: are the original and one copy of the Articles of Incorporation; a check in the amount of \$122.50 for filing fees; and a self-addressed, stamped envelope for the return of the copy

If checked here, please acknowledge receipt of enclosure.

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

Scardi Law Offices, P.A.
290 Tenth Lane
P.O. Box 879
Winter Park, Florida 32790
(407) 647-1859
Fax (407) 637-1221

P.95000047161

Scardi Law Offices, P.A.

*Florida Professional Association
for the Practice of Law*

P.O. Box 170

Water Park, Florida 32790

OFFICE USE ONLY

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****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 13 PM 5:20

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
STAPP & WILLIAMS DISTRIBUTING, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is STAPP & WILLIAMS DISTRIBUTING, INC. and the principal address for the corporation is Post Office Box 5533, Winter Park, Florida 32793.

ARTICLE II. DURATION

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III. PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue:
7,500 shares of common stock at par value of \$1.00 per share.

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 990 Lewis Drive, Winter Park, Florida 32789 and the name of the initial registered agent for the corporation at the address is Jeffrey A. Icardi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially, who shall manage the corporation until such time as shares of stock in the corporation are duly issued. The name and address of the initial director of the corporation is:

Michael J. Stapp
Post Office Box 5533
Winter Park, Florida 32793

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ARTICLE VII. INCORPORATOR

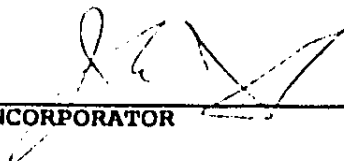
The name and address of the person signing these Articles is:

Jeffrey A. Icardi, Esquire
990 Lewis Drive
Winter Park, Florida 32790

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly, or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of June, 1995.



INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County stated above, personally appeared JEFFREY A. ICARDI, personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 7th day of June, 1995.



TODD H LATOSKI
My Commission CC390488
Expires Mar. 30, 1998
Bonded by HAI
800-422-1888



NOTARY PUBLIC
My Commission Expires

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TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that STAPP & WILLIAMS DISTRIBUTING, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation,

at the City of Winter Park, County of Orange, State of Florida,
has named Jeffrey A. Icardi, located at 990 Lewis Drive, City of
Winter Park, County of Orange, State of Florida, as its agent to
accept service of process within this state.

BY:  _____

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

BY:  _____

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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