

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904) 224-1111
(904) 224-1191 FAX

800-342-8086



P9500053271

ACCOUNT NO. : 072100000032

REFERENCE : 637348 5312A

AUTHORIZATION :

800001534428
-07/11/95--01034--025
*****70.75 *****70.75

COST LIMIT : 9 PPD

ORDER DATE : July 11, 1995

ORDER TIME : 9:40 AM

ORDER NO. : 637348

CUSTOMER NO: 5312A

CUSTOMER: Jeffrey M. Dean, Esq
ANNIS MITCHELL COCKEY
EDWARDS & ROEHN, P.A.
201 North Franklin
Suite 2100
Tampa, FL 33602

DOMESTIC FILING

NAME: HALES DISTRIBUTING COMPANY,
INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUL 11 1995

FILED
95 JUL 11 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HALES DISTRIBUTING COMPANY, INC.

FILED
95 JUL 11 AM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles
Incorporation hereby forms a corporation under the laws of the
State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: HALES DISTRIBUTING COMPANY,
INC. The mailing address of the Corporation is: P. O. Box 21952,
Tampa, Florida 33622. The street address of the Corporation is:
3415 West Hillsborough Avenue, Suite 723, Tampa, Florida 33614.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing
upon the date of filing of these Articles with the Florida
Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting
any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

(a) To have perpetual succession by its corporate name.

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and

secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its

stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3415 West Hillsborough Avenue, Suite 723, Tampa, Florida 33614, and the name of its initial registered agent at such address is Richard J. Hales.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The

names and addresses of the initial directors of this Corporation
are:

<u>Name</u>	<u>Address</u>
Richard J. Hales	P. O. Box 21952 Tampa, Florida 33622
Robert J. Hales	P. O. Box 21952 Tampa, Florida 33622

ARTICLE VIII

Incorporator

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

<u>Name</u>	<u>Address</u>
Richard J. Hales	P. O. Box 21952 Tampa, Florida 33622

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be
vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner
provided by law.

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


Richard J. Hales

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Richard J. Hales
RJ hard J. Hales

Dated: JULY 7, 1995/

5249-002-0281436.01

95 JUL 11 PM 3:01
RECEIVED
FBI - ALBANY
ALBANY, NY