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LAW OFFICERS
SHAILER, PURDY & JOLLY, P.A.

RICHARD A. PURDY
BRUCE W. JOLLY
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FONT LAUDERDALE, FLORIDA 33010
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December 26, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: B W & B Distributing, Inc.


RECEIVED DATE
12-26-95

Dear Sir:

Enclosed you will find two original executed Articles of Incorporation for B W & B DISTRIBUTING, INC. and a check for \$122.50 to cover costs and filing fees. The designation of Registered Agent is contained in the Articles of Incorporation.

Please file these Articles in your office with the effective date of incorporation of December 26, 1995, and return a certified copy of the Articles in the enclosed self-stamped envelope. Your cooperation in this matter is appreciated.

Sincerely yours



Richard A. Purdy

RAP/jhm
Enc.

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FILED
96 JAN - 2 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JAN 8 1996

TELETYPE DATE
12-26-95

ARTICLES OF INCORPORATION
OF
B W & B DISTRIBUTING, INC.

FILED
96 JAN -2 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this Corporation is B W & B DISTRIBUTING, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on December 26, 1995.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

STOCK

This Corporation is authorized to issue five thousand (5,000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director(s) of this Corporation is:

BEVERLY GILLIAM

4491 S.W. 29th Terrace
Fort Lauderdale, Florida 33312

ARTICLE VII

INCORPORATOR

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

BEVERLY GILLIAM

4491 S.W. 29th Terrace
Fort Lauderdale, Florida 33312

ARTICLE VIII

**INITIAL REGISTERED AGENT
INITIAL REGISTERED OFFICE**

The Corporation's initial registered agent and initial registered office in the State of Florida are:

RICHARD A. PURDY, ESQUIRE

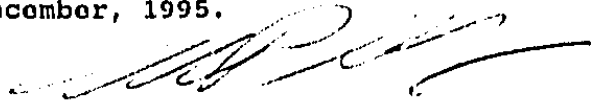
SHAILER, PURDY & JOLLY, P.A.
1322 S.E. Third Avenue
Fort Lauderdale, Florida 33316

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status, consent to act in this capacity, state that I am familiar with and accept the obligations provided for in Section 607.325, Florida

Statutes, and agree to comply with all requirements of law pertaining thereto.

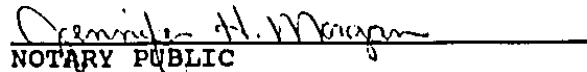
Dated this 20 day of December, 1995.



RICHARD A. PURDY, Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 20th day of December, 1995, by RICHARD A. PURDY, who is personally known to me or who has produced a State of Florida driver's license as identification.


NOTARY PUBLIC

Typed/Printed Name of Notary

My Commission Expires:

ARTICLE IX

PRINCIPAL OFFICE

The initial principal office of this Corporation shall be 4491 S.W. 29th Terrace, Fort Lauderdale, Florida 33312.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI


ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this Corporation may take action by written consent as provided by law.

ARTICLE XII

AMENDMENT

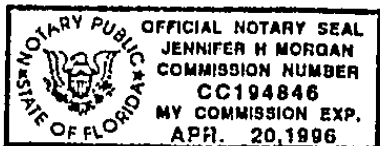
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

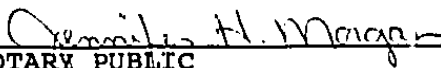


BEVERLY GILLIAM
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 20th day of December, 1995, by BEVERLY GILLIAM, who is personally known to me or who has produced a State of Florida driver's license as identification.





NOTARY PUBLIC

Typed/Printed Name of Notary

My Commission Expires:

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TALLAHASSEE, FLORIDA