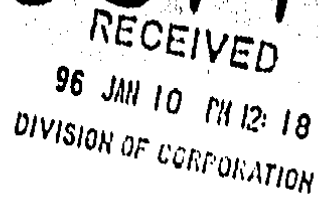


1200 W. 10th Street  
Tallahassee, FL 32304  
904-222-0371  
904-222-0371 FAX



REFERENCE : 797633 430395

Patricia Pyato

CUSTOMER: Sheryl Cohen, Legal Assistant  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3230

SAB  
1/11/96

**ARTICLES OF INCORPORATION**

**OF**

**TSSC ACQUISITION, INC.**

FILED

96 JAN 10 PM 8 54

**ARTICLE I**

The name of the corporation is TSSC ACQUISITION, INC., (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 2665 South Bayshore Drive, Suite 901, Miami, Florida 33133.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and

addresses of the members of the Initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Barry S. Logan  
2665 South Bayshore Drive, Suite 901  
Miami, Florida 33133

Ronald P. Newman  
2665 South Bayshore Drive, Suite 901  
Miami, Florida 33133

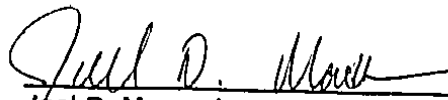
#### **ARTICLE VII**

The name of the Incorporator is Joel D. Maser and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9<sup>th</sup> day of January, 1996.


  
Joel D. Maser, Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of TSSC ACQUISITION, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

**CORPORATION SERVICE COMPANY,**  
Registered Agent

BY:

  
Patricia G. Pizutto, as Agent for the  
Registered Agent

Dated: January 10, 1996.

FILED  
JAN 10 1996  
CLERK

P9600003447

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
904-222-0100 FAX

800-342-8086

RECEIVED



96 APR 15 AM 11:07

DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 918106 4303929

AUTHORIZATION :

COST LIMIT :

*Patricia Pizato*

FILED  
96 APR 15 PM 12:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : April 15, 1996

ORDER TIME : 9:54 AM

ORDER NO. : 918106

CUSTOMER NO: 4303929

300001780683

CUSTOMER: Ms. Sheryl C. Vainstein  
Greenberg Traurig Hoffman  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: TSSC ACQUISITION, INC.

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: \_\_\_\_\_

*NC  
JG  
4/15*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TSSC ACQUISITION, INC.**

FILED  
96 APR 15 PM 12:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **TSSC ACQUISITION, INC.** (the "Corporation"), Charter #P96000003447, filed on January 10, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation on April 12, 1996 and by the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, on April 12, 1996 in the manner prescribed by Section 607.1003 of the Act:

**RESOLVED**, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE I**

The name of the Corporation is **THREE STATES SUPPLY COMPANY, INC.** (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

**IN WITNESS WHEREOF**, the undersigned being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of TSSC Acquisition, Inc. this 12 day of April, 1996.

**TSSC ACQUISITION, INC.,**  
a Florida corporation

BY: \_\_\_\_\_

Barry S. Logan, President