

01/26/96 FRI 14:10 FAX 813 229 1447

RUDNICK & WOLFE

DIV CORP

0001

1/2/96

FLORIDA DIVISION OF CORPORATIONS

1:40 PM

((H96000001320))

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDNICK & WOLFE

DEPARTMENT OF STATE

101 N KENNEDY

STATE OF FLORIDA

SUITE 2000

409 EAST GAINES STREET

TAMPA FL 33602-000002-

TALLAHASSEE, FL 32399

CONTACT: JUDITH H COVRY

FAX: (904) 922-4000

PHONE: (813) 229-2111

FAX: (813) 229-1447

((H96000001320))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CENTER CROSS DISTRIBUTING, INC.

FAX AUDIT NUMBER: H96000001320

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/26/1996

TIME REQUESTED: 13:40:21

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076424002364

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000001320))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

EFFECTIVE DATE

1-22-96

*[Handwritten signature]*

DIVISION OF CORPORATIONS

96 JAN 26 PM 3:14

RECEIVED

FILED  
96 JAN 26 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CENTER CROSS DISTRIBUTING, INC.**

H960000013202

FILED  
JAN 23 PM 4:56  
CLERK OF COURT  
JAN 23 1996  
TAMPA, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.****Name**

The name of the Corporation is **CENTER CROSS DISTRIBUTING, INC.**

**II.****Term of Existence**

The date when corporate existence will commence is January 22, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.****Principal Office**

The principal office and mailing address of the Corporation is 17018 Crawley Road, Odessa, Florida 33556.

**IV.****Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.****Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 17018 Crawley Road, Odessa, Florida 33556 and the name of its initial registered agent at such address is Thomas C. Bernardo.

Prepared by: David A. Beyer  
Florida Bar No. 0349844  
Rudnick & Wolfe  
101 East Kennedy Blvd., Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

DAB4538 01/26/96  
H96000001320

H96000001320

**VI.  
Directors**

The Corporation will have 2 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 2 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

| <b>Name</b>        | <b>Address</b>                              |
|--------------------|---------------------------------------------|
| Thomas C. Bernardo | 17018 Crawley Road<br>Odessa, Florida 33556 |
| Selina Bernardo    | 17018 Crawley Road<br>Odessa, Florida 33556 |

**VII.  
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

| <b>Name</b>        | <b>Address</b>                              |
|--------------------|---------------------------------------------|
| Thomas C. Bernardo | 17018 Crawley Road<br>Odessa, Florida 33556 |

**VIII.  
Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.  
Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of

H96000001320

the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**X.  
Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

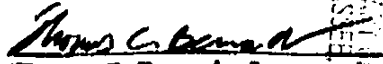
**XI.  
Indemnification**

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

**XII.  
Amendment**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on January 26, 1996.

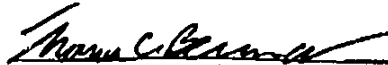
  
Thomas C. Bernardo, Incorporator

FILED  
96 JAN 26 PM 4:38  
SECRETARY OF STATE  
ALABAMA  
TOLDO

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: January 26, 1996.

  
Thomas C. Bernardo