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KILLGORE, PEARLMAN, GARDNER, ORNSTEIN & STAMP, P.A.
ATTORNEYS AND COUNSELORS AT LAW

KENNETH B. GARDNER
FRANK H. KILLGORE, JR.
KRISTINE R. KUTZ
MARK L. ORNSTEIN

201 SOUTH ORANGE AVENUE, SUITE 900
POST OFFICE BOX 1913
ORLANDO, FLORIDA 32802-1913
TELEPHONE: (407) 425-1020
FAX: (407) 839-3635

CRAIG S. PEARLMAN
T. GREY SQUIRES
MARTIN F. STAMP

1 ALSO MEMBER OF DC & WEST VIRGINIA BAR
2 ALSO MEMBER OF NEW YORK & TEXAS BAR

January 3, 1996

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32314

Re: CCD, INC.

Dear Sir:

300001678733
-01/04/96--01083--018
****122.50 ****122.50

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE, PEARLMAN, GARDNER,
ORNSTEIN & STAMP, P.A.

M. F. Stamp
By: Martin F. Stamp

MFS/bob

Enclosures

W96-693
799,502,671
W96-1311

96 JAN 30 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

GB 1/30/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 18, 1996

MARTIN F. STAMP, ESQUIRE
P.O. BOX 1913
ORLANDO, FL 32802-1913

SUBJECT: CC DISTRIBUTORS, INC.
Ref. Number: W96000001311

FILED
96 JAN 30 PM 1:2
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for CC DISTRIBUTORS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 096A00002199

ARTICLES OF INCORPORATION
OF
C.C.D. DISTRIBUTORS, INC.

FILED

96 JAN 30 PM 1:20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is C.C.D. DISTRIBUTORS, INC. and its principal place of business and mailing address is 455 South Orange Avenue, Suite 302, Orlando, Florida 32801.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 455 South Orange Avenue, Suite 302, Orlando, Florida and the name of the initial registered agent of this corporation at that address is Brian Albertson.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

Brian Albertson
455 South Orange Avenue, Suite 302
Orlando, Florida 32801

ARTICLE VII - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3 day of January, 1996.


Brian Albertson, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of January, 1996, by Brian Albertson, who is personally known to me or who has produced FL Drivers License #A416-071-58-468-0 as identification and who did take an oath.

NOTARY PUBLIC:

Sign: 

Print: Jeffrey A. Mayer

State of Florida at Large

My Commission Expires:

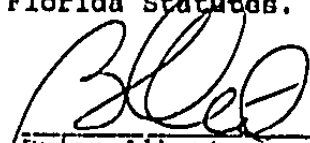
Commission No. _____



JEFFREY A. MAYER
My Commission CC286737
Expires Jun. 23, 1997
Bonded by HAI
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for C.C.D. Distributors, Inc., hereby accepts such appointment this 3 day of January, 1996, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.



Brian Albartson

FILED
96 JAN 30 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA