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ADDRESS REPLY TO:

December 5, 1996

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12-4-96


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-12/11/96--01042--004
***122.50 ***122.50

To Whom It May Concern:

Please find enclosed herewith the *original* and one *copy* of the Articles of Incorporation of Cashel Rock Distributors, Inc. and the personal check of Jack McGirr in the amount of \$122.50 for the filing of the Articles of Incorporation.

If you should have any questions or concerns, please feel free to contact my office.

Very truly yours,


Rachel R. Bachand
RRB/kbf
Enclosure
Check No.: 639

cc: Mr. Jack McGirr

FILED
96 DEC 11 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PH
12/12/96

ARTICLES OF INCORPORATION
OF
CASHEL ROCK DISTRIBUTORS, INC.

FILED
96 DEC 11 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-4-96

ARTICLE I NAME

The name of this corporation is CASHEL ROCK DISTRIBUTORS, INC.

ARTICLE II DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

ARTICLE III PURPOSE

This corporation is organized for the purposes of conducting any lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$5.00 par value stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2259 Aurora Road, Melbourne, Florida 32935 and the name of the initial registered agent of this corporation at that address is JACK McGIRR.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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 name and address of the director of this corporation is:

JACK McGIRR
2259 Aurora Road
Melbourne, Florida 32954

ARTICLE VIII INCORPORATOR

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

JACK McGIRR
2259 Aurora Road
Melbourne, Florida 32954

ARTICLE IX PRESIDENT

PATRICIA McGIRR will serve as this corporation's President. PATRICIA McGIRR holds 51% of this corporation's stock.

ARTICLE X CHAIRMAN

JACK McGIRR will serve as this corporation's Chairman. JACK McGIRR holds 49% of this corporation's stock.

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act

of the Board of Directors.

ARTICLE XVI AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this 4th day of December, 1996.

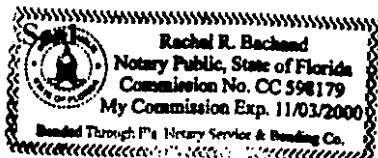
Jack McGirr
Jack McGirr

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Jack McGirr, who is personally known to me or who has produced FLORIDA DRIVER'S LICENSE as identification known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 4th day of Dec., 1996.



[Signature]
Notary Public

My commission expires: _____

CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED


FILED
95 DEC 11 AM 11:59
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

First: That CASHEL ROCK DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida with its principal office located at 2259 Aurora Road, Melbourne, Florida 32935 has named JACK McGIRR, as its agent to accept service of process within this State.

Acknowledgment:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JACK McGIRR