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LAW OFFICES OF  
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REPLY TO MELBOURNE

FIRST UNION BANK BUILDING, SUITE 400  
700 SOUTH DAWGODD STREET  
PORT OFFICE BOX 2550  
MELBOURNE, FLORIDA 32902-2550  
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COCOA, FLORIDA 32922  
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January 23, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

7000001000000  
-01/23/96-01063-013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: CARISSA DISTRIBUTORS, INC.

Dear Sir:

Enclosed please find an original and two copies of Articles of Incorporation for the above-named corporation.

Kindly file the articles, returning one copy to us in the enclosed prepared envelope.

Our check covering your filing fee is also enclosed.

Very truly yours,

*Brigitte Van Tassel*  
Brigitte Van Tassel, CLA,  
Legal Assistant to  
William C. Potter, Esq.

BVT/b  
Enclosures

FEB 1 1996

BSB

FILED  
96 JAN 29 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CARISSA DISTRIBUTORS, INC.**

**FILED**  
96 JAN 29 AM 11:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is CARISSA DISTRIBUTORS, INC..

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares of common stock, which shall be designated "Common Shares".

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind 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 VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of this corporation is 1600 W. Eau Gallie Boulevard, Suite 201, Melbourne, FL 32935 and the name and address of the initial registered agent of this corporation at that address is JAMES D. CARRAWAY, 1600 W. Eau Gallie Boulevard, Suite 201 Melbourne, FL 32935.

**ARTICLE VIII - 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 bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

JAMES D. CARRAWAY  
1600 W. Eau Gallie Boulevard, Suite 201  
Melbourne, FL 32935

**ARTICLE IX - INCORPORATORS**

The name and address of the incorporator of the corporation is:

JAMES D. CARRAWAY  
1600 W. Eau Gallie Boulevard, Suite 201  
Melbourne, FL 32935

**ARTICLE X - BYLAWS**

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

**ARTICLE XI - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors.

**ARTICLE XII - 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 XIII - INDEMNIFICATION**

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

**ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this \_\_\_\_ day of January, 1996.

  
\_\_\_\_\_  
JAMES D. CARRAWAY

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF BREVARD    )

BE IT KNOWN that on the \_\_\_\_ day of January, 1996, before me, a Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared JAMES D. CARRAWAY to me personally known or who has produced a

driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and  
affixed my seal of office the day and year last above written.

*Brightte Van Tassel*  
Notary Public State of Florida  
Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_



BRIGHTTE VAN TASSEL  
MY COMMISSION # CC321687 EXPIRES  
October 6, 1997  
BUNDLED TITLU TROY FAIR INSURANCE, INC.

FILED

96 JAN 29 AM 11:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

OF

CARISSA DISTRIBUTORS, INC.

I understand the duties of and hereby accept appointment as the registered agent of CARISSA DISTRIBUTORS, INC., at the initial registered office of the Corporation at 1600 W. Eau Gallie Boulevard, Suite 201, Melbourne, Florida 32935.

Dated this 23<sup>rd</sup> day of January, 1996.

  
JAMES D. CARRAWAY