

February 1, 1996

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

100001706541  
-02/05/96--01086--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Professional Distribution Systems, Inc.

Ladies/Gentlemen:

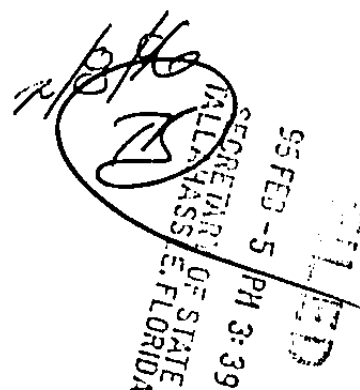
Enclosed please find our check in the amount of \$122.50 made payable to the Secretary of State along with the Articles of Incorporation for Professional Distribution Systems, Inc., for filing with your office.

Should you have any questions, please feel free to contact our office at (407) 829-2000. Your prompt attention is greatly appreciated.

Sincerely,

*Cynthia G. Lawhon*  
Cynthia G. Lawhon  
Comptroller

Enclosures



**ARTICLES OF INCORPORATION**  
**OF**  
**PROFESSIONAL DISTRIBUTION SYSTEMS, INC.**

.....

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation in accordance with Chapter 607 Fla. Stat. (1989) for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**PROFESSIONAL DISTRIBUTION SYSTEMS, INC.**

(the "Corporation"), and its initial address shall be:

250 International Parkway, Suite 200  
Heathrow, Florida 32746

**ARTICLE II**

**PERIOD OF DURATION**

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSE AND POWERS**

The purposes for which the Corporation is organized are:

(a) To, seek, investigate, acquire interests in, and dispose of business opportunities, ventures, and assets; to own and operate any lawful enterprise; and, to acquire, hold, and dispose of tangible or intangible personal property;

(b) To acquire by purchase or otherwise, own, hold, lease, rent, mortgage, or otherwise, to trade with and deal in real estate, lands, and interests in lands, and all other property of every kind and nature;

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TALLAHASSEE, FLORIDA

(c) To acquire, sell and otherwise dispose of or deal in stock, bonds, mortgages, securities, notes, and commercial paper for corporations and individuals;

(d) To borrow money and to execute notes and obligations and security contracts therefor, and to lend any of the monies or funds of the Corporation and to take evidence of indebtedness therefor, and also to negotiate loans; to carry on general mercantile and merchandise business; and to purchase, sell, and deal in such goods, supplies, and merchandise as are necessary or desirable in connection therewith;

(e) To guarantee the payment of dividends or interest on any other contract or obligation of any corporation whenever proper or necessary for the business of the Corporation in the judgment of its directors;

(f) To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers therein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, with all the powers hereafter conferred by the laws under which this Corporation is organized; and

(g) To conduct any lawful business for which a corporation may be organized under the laws of the United States or the State of Florida.

#### **ARTICLE IV**

##### **AUTHORIZED CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$.001	Common

The consideration for all of the above stock shall be payable in cash, property (real or personal), labor or services actually performed in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this Corporation shall be at:

250 International Parkway, Suite 200  
Heathrow, Florida 32746

with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

**CYNTHIA G. LAWHON**

#### **ARTICLE VI**

##### **NUMBER OF DIRECTORS**

This Corporation shall have at least one Director, with the exact number to be specified, from time to time, by the shareholders unless the shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Board of Directors.

#### **ARTICLE VII**

##### **NAMES AND ADDRESSES OF DIRECTORS**

The names and addresses of the initial Directors of the Corporation are as follows:

Name	Position	Address
John Frankum	Director	250 International Parkway, #200 Heathrow, Florida 32746
Carlos Becerra	Director	8818 Goodbys Creek Jacksonville, Florida 32217
Ronald G. Sheppard	Director	8208 Allisonville Road Indianapolis, IN 46250

#### **ARTICLE VIII**

##### **NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

**CYNTHIA G. LAWHON**  
250 International Parkway, Suite 200  
Heathrow, Florida 32746

#### **ARTICLE IX**

##### **CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise

interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were no such a director or officer of such other corporation, or not so interested.

#### ARTICLE X

##### LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

#### ARTICLE XI

##### INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 2nd day of February, 1996.

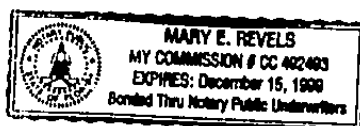
*Cynthia G. Lawhon*  
CYNTHIA G. LAWHON,  
Incorporator

STATE OF FLORIDA

COUNTY OF Seminole

Sworn to (or affirmed) and subscribed before me this 2nd  
day of February, 1996, by Cynthia G. Lawhon  
who is personally known to me or has produced  
Florida D.L.L. 500-107-65682-8 as identification;

*Mary E. Revels*  
Mary E. Revels



STATE OF FLORIDA     )  
                                      : ss  
COUNTY OF SEMINOLE )

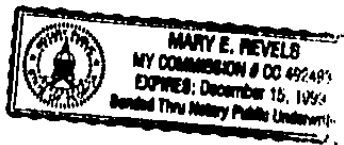
BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

**CYNTHIA G. LAWHON**

to me known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged to me that she executed the same for the purposes therein set forth and did not take an oath.

WITNESSED,           my official hand and seal this 2<sup>nd</sup> day of February  
1996.

My Commission Expires:



*Mary E. Revels*  
NOTARY PUBLIC *Mary E. Revels*  
State of Florida  
at Large

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

In compliance with the laws of the State of Florida the following is submitted:

First, that:

PROFESSIONAL DISTRIBUTION SYSTEMS, INC.

desires to organize under the laws of the State of Florida has named:

CYNTHIA G. LAWHON

250 International Parkway,  
Suite 200, City of Heathrow County of Seminole, State of Florida,  
as it's statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 2nd day of February 1994.

Cynthia G. Lawhon  
CYNTHIA G. LAWHON  
Registered Agent

STATE OF FLORIDA

COUNTY OF Seminole

Sworn to (or affirmed) and subscribed before me this 2nd  
day of February, 1994, by Cynthia G. Lawhon  
who is personally known to me or has produced  
Florida D.L. 1986-101-15-182-B as identification.

Mary E. Revels  
Mary E. Revels

