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Williams Reed Weinstein
Schifino & Mangione P.A.
attorneys at law

V. Stephen Cohen
David S. Jenns
Ralph P. Mangione
Aminie Mohip
R. Marshall Ralney
James M. Reed
Ricardo A. Rolg

February 28, 1996

William J. Schifino, Jr.
Scott I. Steady
Russell S. Thomas
Kenneth G. Turkel
Beatriz M. Carta Wagman
David B. Weinstein
Robert V. Williams

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
Corporate Charter Section
409 E. Gaines Street
Tallahassee, Florida 32399

800001728488
-02/29/96--01088--017
****122.50 ****122.50

Re: Southeastern Distributors, Inc.

Dear Sir/Madam:

Attached are an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return a certified copy to our office.

Also enclosed is a check in the amount of \$122.50, to cover expenses as follows:

FILING FEE	\$35.00
REGISTERED AGENT FEE	\$35.00
CERTIFIED COPY	<u>\$52.50</u>
TOTAL	\$122.50

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

Aminie Mohip
Aminie Mohip

3.4.96

AM/lmp

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 4, 1996

WILLIAMS REED WEINSTEIN
C/O AMINIE MOHIP
POST OFFICE BOX 380
TAMPA, FL 33601

SUBJECT: SOUTHEASTERN DISTRIBUTORS, INC.
Ref. Number: W96000004740

We have received your document for SOUTHEASTERN DISTRIBUTORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00009373

ARTICLES OF INCORPORATION
OF
SOUTHEASTERN DISTRIBUTORS, INC.

of Central Florida
2/28/96

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE ONE
NAME AND MAILING ADDRESS OF CORPORATION of Central Florida

The name of this corporation is SouthEastern Distributors, Inc. (the "Corporation"). The mailing address of the Corporation is One Tampa City Center, Suite 2600, Tampa, Florida 33602.

ARTICLE TWO
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE THREE
CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the initial registered agent is Aminie Mohip, Esq. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is Aminie Mohip, Esq., One Tampa City Center, Suite 2600, Tampa, Florida 33602.

FILED
2001 MAR 16 PM 1:19
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of February, 1996.

Aminie Mohip
Aminie Mohip
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 28th day of February, 1996, by Aminie Mohip, who is personally known to me.

My commission expires: 4/02/98
Billed By Service Ins
No. CC353553
|| Personally Known ||



Billi Johnson Griffin
Billi Johnson Griffin
Notary Public - State of Florida

ACCEPTANCE BY REGISTERED AGENT

Aminie Mohip, having been designated to act as the registered agent of SouthEastern Distributors, Inc., hereby agrees to act in that capacity.

Aminie Mohip
Aminie Mohip

HRW0894C

P96000021000

Williams Reed Weinstein
Schifino & Mangione P.A.
attorneys at law

V. Stephen Cohen
David S. Jennis
Ralph P. Mangione
Aminie Mohip
R. Marshall Ratney
James M. Reed
Ricardo A. Rolg

March 19, 1996

William J. Schifino, Jr.
Scott I. Steady
Russell S. Thomas
Kenneth O. Turkel
Beatriz M. Carta Wagman
David B. Weinstein
Robert V. Williams

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporations
Corporate Charter Section
409 East Gaines Street
Tallahassee, Florida 32399

000001751700
-03/21/96--01005--001
*****87.50 *****87.50

Re: Impulse Distribution, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return the certified copy to our office.

Enclosed is our firm's check in the amount of \$87.50 to cover expenses as follows:

FILING FEE	\$35.00
CERTIFIED COPY	<u>\$52.50</u>
TOTAL	\$87.50

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

Aminie Mohip
Aminie Mohip

NC
SH 3/27

AM/lmp

Enclosures

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 20 AM 8:42

5510020 100642

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF**

SOUTHEASTERN DISTRIBUTORS OF CENTRAL FLORIDA, INC.

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SouthEastern Distributors of Central Florida, Inc.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on March 8, 1996, in the manner prescribed by the Florida General Corporation Act:

ARTICLE I - NAME

The name of this corporation shall be: Impulse Distribution, Inc.

3. The number of shares of the corporation outstanding at the time of adoption was 100, and the number of shares entitled to vote thereon was 100.

4. The number of shares voted in favor of such amendment was 100, and the number of shares voted against such amendment was zero.

Dated and Effective: March 8, 1996.

Frederick Whitcomb
Frederick Whitcomb
Director/President

STATE OF FLORIDA
COUNTY OF Pine Hills

The foregoing instrument was acknowledged before me this 11 day of March, 1996, by Frederick Whitcomb, Director and President of SouthEastern Distributors of Central Florida, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced FL DL W32524361350-0 as identification.

My Commission Expires:

August 18, 1997

Jacqueline Smith
Printed Name: _____
Notary Public - State of Florida

WLM08020

