

LAW OFFICES
RICHARD I. GILBERT

7025 HERACAH WAY
SUITE 208
BOCA RATON, FL 33433
(407) 305-8331
FAX: (407) 302-0320

PLEASE REPLY TO
BOCA RATON
OFFICE

100 W. CYPRESS CREEK RD.
SUITE 200
TRADE CENTRE SOUTH
FT. LAUDERDALE, FL 33309

P96000022122

March 2, 1996

Office of the Secretary of State
STATE OF FLORIDA
Division of Corporations
Post Office Box #6327
Tallahassee, Florida 32314

RECEIVED
-03/07/96-1107-015
*****0.00 *****0.00

Re: AMERICAN WAY DISTRIBUTORS, INC.
Articles of Incorporation
Our File Number: 439-01

Dear Sir or Madam:

Enclosed please find one (1) original and two (2) copies of the executed Articles of Incorporation for the above-referenced corporation, as well as a check in the amount of SEVENTY DOLLARS AND NO/CENTS (\$70.00) to cover the filing costs therefor. Please return a time-stamped copy of the Articles to the undersigned in the self-addressed, stamped envelope provided for your convenience.

Should you have any questions or comments in connection with the foregoing, please do not hesitate to contact me. Thank you for your prompt attention to this matter.

Very truly yours,



RICHARD I. GILBERT

RIG:egs

Enclosures

MAR 12 1996 BSB

EFFECTIVE DATE
3-1-96

FILED
96 MAR -7 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN WAY DISTRIBUTORS, INC.**

FILED
96 MAR -7 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age, does hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

EFFECTIVE DATE

3-1-96

ARTICLE I

NAME

The name of this corporation shall be AMERICAN WAY DISTRIBUTORS, INC. ("Corporation").

ARTICLE II

GENERAL NATURE OF BUSINESS

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of the Corporation shall be FIVE HUNDRED (500) shares at ONE DOLLAR AND NO/CENTS (\$1.00) par value.

ARTICLE IV

CORPORATE EXISTENCE

Corporate existence shall commence at the time of subscription and acknowledgment of these Articles, except that, in the event these Articles are not filed with the Department of State of the State of Florida within five (5) days (exclusive of legal holidays) after subscription and acknowledgment hereof, corporate

existence shall commence when these Articles are filed with the Department of State. The Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the office of the initial registered agent of the Corporation is:

12755 N.W. 15th Street
Coral Springs, Florida 33071

and the name of the registered agent of the Corporation at said address is:

GERRY GOODIN

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

4800 N.W. 15th Avenue
Building #1, Bay B
Fort Lauderdale, Florida 33309

The Corporation shall have branch offices at other places within or without the State of Florida.

ARTICLE VII

NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9).

ARTICLE VIII

DIRECTORS

The name and street address of each member of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
Gerry Goodin	12755 N.W. 15th Street Coral Springs, Florida 33071

ARTICLE IX

SUBSCRIBERS

The name and street address of each person signing these Articles of Incorporation as a subscriber, and the number of shares of stock subscribed are:

NAME	ADDRESS	NUMBER OF SHARES
Gerry Goodin	12755 N.W. 15th St. Coral Springs, FL 33071	

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE X

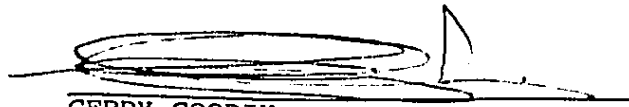
AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter proscribed by statute.

The Directors of the Corporation shall have the power to make or amend the Bylaws, and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its members and upon the dividends due to them for any indebtedness of such members of the Corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to conduct business within and without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct, and hereunto sets his hand this 01 day of March, 1996.



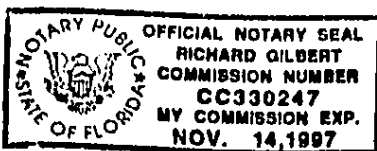
GERRY GOODIN

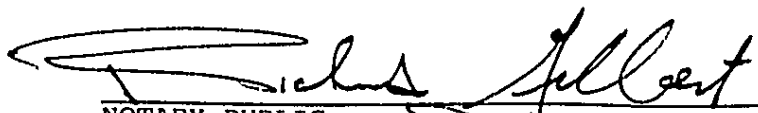
Title

STATE OF FLORIDA)
 : ss.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, the undersigned authority, a Notary Public duly authorized in the above-named State and County to take acknowledgments, personally appeared GERRY GOODIN, party to the foregoing Articles of Incorporation, known to me personally to be such, or has provided me with Fla. Drivers License as identification, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposed that the facts therein stated were true and correct.

WITNESS my hand and official seal this 1 day of March, 1996.





NOTARY PUBLIC
Commission Number:
My Commission expires:

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

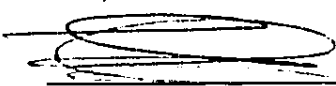
In compliance with the requirements of Chapter 48.091,
Florida Statutes, the following is submitted:

That, AMERICAN WAY DISTRIBUTORS, INC.
organized and existing under the laws of the State of Florida, with
its initial registered office, as indicated in the foregoing
Articles of Incorporation, in the City of Fort Lauderdale, County
of Broward, State of Florida, has named GERRY GOODIN of 12755 N.W.
15th Street, Coral Springs, Florida 33071, as its agent to accept
service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above-styled Corporation at the place designated in these Articles
of Incorporation, I, the undersigned, am familiar with, and accept
the duties and responsibilities as registered agent for, said
Corporation; and I further agree to act in said capacity and to
comply with the provisions of § 48.091, Fla. Stat.

Dated: 03/01/96


GERRY GOODIN

FILED
MAR - 7 AM 9:14
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA