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Michael I. Rose, P.A.

Attorneys at Law

March 21, 1996

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

MUSEUM TOWER, SUITE 1688
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
TELEPHONE (305) 373-6300
TELECOPIER (305) 373-1030

RE: ACTION DISTRIBUTORS - FLORIDA, INC.
Articles of Incorporation

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03/25/96-01092-007
***122.50 ***122.50

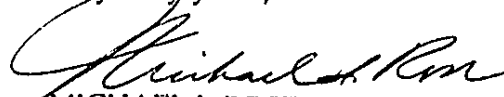
Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and my check in the amount of \$122.50 representing the filing, and certified copy fees.

Please issue a charter for the above-referenced corporation and return a certified copy of the Articles of Incorporation to the undersigned as quickly as possible.

Thank you for your anticipated cooperation.

Very truly yours,


MICHAEL I. ROSE

MIR:srk

Enclosures

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
MAR 25 1996 11:32

G-13 3646

**ARTICLES OF INCORPORATION
OF
ACTION DISTRIBUTORS - FLORIDA, INC.**

90 MAR 25 11:11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being a natural person competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges before a Notary Public, and files with the Secretary of State of Florida, Articles of Incorporation, as follows:

ARTICLE I - NAME

The name of the corporation shall be: ACTION DISTRIBUTORS - FLORIDA, INC..

ARTICLE II - NATURE OF BUSINESS

1. The general nature of the business and the objects and purposes proposed to be transacted and carried on, or to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

To engage in any and all types of business of whatsoever kind or nature which are legal and proper pursuant to the laws of this State and the United States of America; to do all things as are necessary to the accomplishment of the purposes set forth herein.

2. To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith; and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein and to improve the same, and generally to hold, manage, deal with and improve the property of the company; and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to make, enter into, perform and carry out contracts for constructing, altering,

decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds with builders, property owners and others.

3. To borrow money and contract debts for the transaction of its business and for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, whether acquired by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired by any other lawful objects.

4. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

5. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

6. To purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, good will, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part

of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

7. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

8. Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under those laws, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock outstanding at any one time shall be 500 shares, having a nominal or par value of One Dollar (\$1.00) per share, all of one class.

ARTICLE IV- INITIAL CAPITAL.

The corporation will begin business with no less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The street address of the corporation shall be:

168 S.E. 1st Street, Suite 1003
Miami, Florida 33131

ARTICLE VII - DIRECTORS

The number of Directors shall be at least one (1). The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a Director or Officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance in his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such

person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the Directors of the corporation are peculiarly or otherwise interested in, or are 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 peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and by vote there at to authorize any such contract or transaction, with the like force and effect as if he/she were not such Director or Officer of such other corporation or not so interested.

**ARTICLE VIII - INITIAL DIRECTORS, OFFICERS,
REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION**

The name and street address of the first Board of Directors is:

NAME	OFFICE	ADDRESS
BARRY E. GAYNOR	President/Director	168 S.E. 1st Street, Suite 1003 Miami, Florida 33131

The Registered Agent and Registered Address of the corporation is:
MICHAEL I. ROSE, 150 West Flagler Street, Suite 1525, Miami, Florida 33130.

ARTICLE IX - SUBSCRIBERS

The name and street address of the Subscriber to these Articles of Incorporation and the number of shares and amount taken was as follows:

NAME	ADDRESS	NUMBER OF SHARES	AMOUNT INVESTED
BARRY E. GAYNOR	168 S.E. 1st Street, Suite 1003 Miami, Florida 33131	500	\$500.00

ARTICLE X - REGULATION OF BUSINESS

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, and limiting and regulating the powers of the corporation, its Stockholders and Directors, are hereby adopted as part of these Articles of Incorporation:

1. The Board of Directors from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the corporation shall be open to the inspection of the Stockholders, and no Stockholder shall have any right to inspect any account or document of the corporation except as conferred by statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

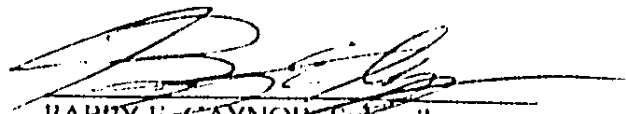
2. The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

3. Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their respective meetings and to have one or more offices within or without the

State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes), outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

4. 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 prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at New York, NY, this 22 day of March, 1996.


BARRY E. GAYNOR, Subscriber

STATE OF NEW YORK)
COUNTY OF New York)

BEFORE ME the undersigned authority, personally appeared BARRY E. GAYNOR, to me well known to be the person described in and who executed the foregoing Articles of Incorporation ACTION DISTRIBUTORS - FLORIDA, INC. and who after first being duly sworn, deposes and states upon his/her oath, that he/she made and subscribed the same for the purposes and uses therein mentioned and set forth and that he/she authorized by law to do so.

WITNESS my hand and official seal at New York, NY, this 20 day of March, 1996.

MARY D'AVANZO
Notary Public, State of New York
No. 24-4980358
Qualified in Kings County
Commission Expires April 22, 1997


NOTARY PUBLIC

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

96 MAR 21 1996

Pursuant to Florida Statutes § 48.091 the following is submitted in compliance with said act:

That ACTION DISTRIBUTORS - FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, Dade County of Dade, and State of Florida, has named MICHAEL I. ROSE, located at 150 West Flagler Street, Suite 1525, Miami, Florida 33130 as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for ACTION DISTRIBUTORS - FLORIDA, INC. at the place designated in the Articles of Incorporation; I hereby accept being the Corporation's Registered Agent and agree to comply with the provision of §48.091, Florida Statutes, relative to keeping said office open accordingly.

DATED: March 21, 1996.

By: 

MICHAEL I. ROSE