

P96000032573

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

No. 52898

RE: ASAE Distributors, Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.O. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> (-) Cert.-Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

400001780814
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 *****70:00 *****70:00

SEC. OF STATE
 TALLAHASSEE, FLORIDA
 05 APR 15 PM 2:07

FILED

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/15/96	_____	_____
TIME	11:00	_____	CK No. _____
BY	CD	_____	_____

WALK-IN Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

05 APR 15 AM 11:42
 RECEIVED
 OFFICE OF CORPORATIONS

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
A S & E DISTRIBUTORS, INC.

FILED
96 APR 15 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the corporation shall be A S & E DISTRIBUTORS, INC.

ARTICLE II.
DURATION

The duration of the corporation shall be perpetual and its existence shall commence on April 15, 1996.

ARTICLE III.
PURPOSE

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

ARTICLE IV.
CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.
PRINCIPAL OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal place of business and the mailing address of the corporation is 1300 Oriole Beach Road, Gulf Breeze, Florida 32561. The street address of the initial registered office of the corporation is 3332 Laurel Drive, Gulf Breeze, Florida 32561, and the initial registered agent at such address is George E. Maynard.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The corporation shall have no more than five (5) Directors 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.

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**ARTICLE VII.
INCORPORATOR**

96 APR 15 PM 2:07

The name and address of the incorporator is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

ADDRESS

George Edward Maynard

3332 Laurel Drive
Gulf Breeze, Florida 32561

**ARTICLE VIII.
BYLAWS**

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

**ARTICLE IX.
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of April, 1996.


GEORGE E. MAYNARD

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of April, 1996.


GEORGE E. MAYNARD