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Microflex International, Inc.
4300 South Frontage Road, Suite 10
Lakeland, FL 33801

Phone (941) 683 - 0079

Fax: (941) 683 - 0694

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: National Redistributors, Inc.

EFFECTIVE DATE
4-15-96

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-04/10/96--01089--007
***122.50 ***122.50

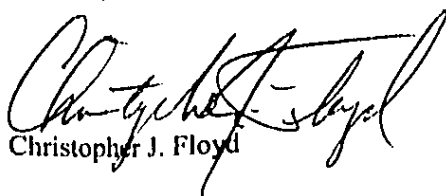
Enclosed are the Articles of Incorporation for National Redistributors, Inc. and a check in the amount of \$122.50.

Should you have any questions, please contact me at (941) 683 - 0079 during the day.
Please send acknowledgment to:

Christopher J. Floyd
Microflex International, Inc.
4300 South Frontage Road, Suite 10
Lakeland, FL 33801.

Thank you for your attention to this matter.

Sincerely,


Christopher J. Floyd

FILED
96 APR 10 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER APR 16 1996

**ARTICLES OF INCORPORATION
OF
NATIONAL REDISTRIBUTORS, INC.**

EFFECTIVE DATE
11-1-76

FILED
96 APR 10 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be National Redistributors, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation is 4300 South Frontage Road, Suite 10, Lakeland, Florida 33801.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - GENERAL NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be 10,000 shares of common stock. Each share of issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which the shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation or dissolution.

ARTICLE VI - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 4300 South Frontage Road, Suite 10, Lakeland, Florida 33801, and the name of the initial registered agent of this corporation is Christopher J. Floyd.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Christopher J. Floyd
2015 Brentwood Drive
Auburndale, FL 33823

John C. Stangl
1016 Colony Park Drive
Lakeland, FL 33813

Ashley J. Wooten
736 Chiles Street
Lakeland, FL 33801

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Christopher J. Floyd
4300 South Frontage Road, Suite 10
Lakeland, Florida 33801.

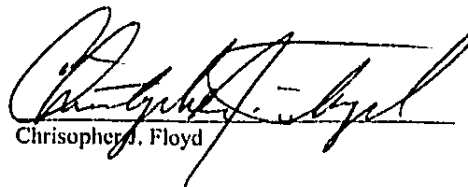
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of April, 1996.

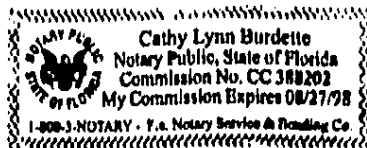

Christopher J. Floyd

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that before me, the undersigned authority, on this date personally appeared Christopher J. Floyd, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and further that he acknowledged such execution to be his free and voluntary act for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Florida, this 5th day of April, 1996.

(Affix notarial seal)



Cathy L. Burdette
NOTARY PUBLIC
State of Florida at Large

Cathy Lynn Burdette

My Commission Expires: 8/27/98

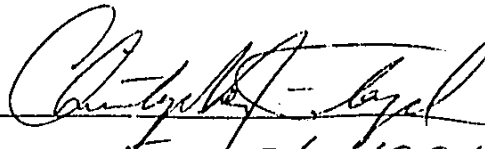
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/PRINCIPAL OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered agent/principal office, in the state of Florida.

1. The name of the corporation is National Redistributors, Inc.
2. The name and address of the registered agent is:

Christopher J. Floyd
4300 South Frontage Road, Suite 10
Lakeland, Florida 33801.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Date: 5 April, 1996

MAILED
95 APR 10 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA