

P960000044204

David A. Dorsey  
5618 Grand Blvd.  
New Port Richey, Florida 34652

May 15, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

\*\*\*\*\*1826616  
-05/17/96--01047--007  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: B & N European Wholesalers, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50.

From: David A. Dorsey  
5618 Grand Blvd.  
New Port Richey, Florida 34652  
(813)-846-0556  
Fax (813)-848-8048

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
B & N European Wholesalers, Inc.

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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 is B & N European Wholesalers, Inc.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7960 Sycamore Drive, New Port Richey, Florida 34654, and the name of the initial registered agent of this corporation at that address is GORDON E. BENSON.

ARTICLE VII - INITIAL ADDRESS OF THE CORPORATION

The address of the initial office of this corporation is 7960 Sycamore Drive, New Port Richey, Florida 34654.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Gordon E. Benson  
7960 Sycamore Drive  
New Port Richey, Florida 34654

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Gordon E. Benson  
7960 Sycamore Drive  
New Port Richey, Florida 34654

ARTICLE X - BYLAWS

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

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

In witness wherefore, the undersigned subscriber has executed these Articles of Incorporation, this 15th day of May 1996.

  
Gordon E. Benson, Subscriber

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

  
Gordon E. Benson, Registered Agent

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