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WILLIAM E. ASHCRAFT LAW OFFICE, P.A.

ATTORNEYS & COUNSELLORS AT LAW

WILLIAM E. ASHCRAFT

P.O. Box 4330  
150 NORTH FEDERAL HIGHWAY, SUITE 210  
FORT LAUDERDALE, FLORIDA 33304-4330  
TELEPHONE (954) 561-2000  
FAX (954) 561-1000

June 11, 1996

VIA FEDERAL EXPRESS

Secretary of State  
State of Florida  
The Capitol  
Tallahassee, FL 32301

Att: Division of Corporations

Re: United Distributors U.S.A., Inc.

Gentlemen:

Enclosed please find:

1. The original and one (1) copy of the Articles of Incorporation of the above referenced corporation.

2. My check in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars which sum represents the cost of filing same with the Secretary of State, State of Florida, and the return of one (1) certified copy of same to this office.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
William E. Ashcraft

WEA:bh  
Enclosures  
xc: Mr. Lennox Thompson

FILED  
96 JUN 21 PM 1:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 24 1996

**ARTICLES OF INCORPORATION**

**OF**

**United Distributors U.S.A., Inc.**

FILED  
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TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

**ARTICLE I.  
NAME**

The name of the Corporation shall be United Distributors U.S.A., Inc.

**ARTICLE II.  
NATURE OF BUSINESS**

The general nature of business to be transacted by the Corporation and its objects and powers shall be as follows:

This Corporation, subject to any specific written limitations imposed by the Laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall have and exercise all of the powers and purposes specified and allowable under the Laws of the State of Florida, and shall be empowered to conduct any lawful business.

The Corporation is further empowered, without limitation, as set forth below:

- A. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the objects or the furtherance of any of the powers herein set forth therein alone or associated with others, and incidental or pertaining to, or growing out of or connected with, its business or powers, provided that the same are not prohibited by the laws of the State of Florida.
- B. To buy, loan money upon, sell, transfer, assign, discount, borrow money upon, pledge as collateral, and otherwise deal as principal, agent or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes, commercial paper accounts, mortgages on real or personal property, pledges on personal property, and other indebtedness of persons, firms or corporations, and own, hold or convey such real estate and personal property as may be necessary in the operation of its business, and purchase, acquire, and hold shares of stock in other corporations, domestic and foreign, and do all things incidental thereto; to do a general brokerage business, to buy, sell

and deal in all kinds of listed and unlisted stocks and bonds on commission; to act as agent or factor for any person, firm or corporation, but not for the purpose of carrying on the business of banking, insurance, or the operation of railroads, or the discounting of bills and notes, or the buying and selling of bills of exchange.

- C. To manufacture, purchase, and otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.
- D. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and all other States and Countries.
- E. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- F. To purchase corporate assets of any other corporation and engage in the same or other character of business.
- G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- H. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act which the Corporation may not under the Laws of the State of Florida, lawfully carry on, exercise or do.
- I. The purposes and powers specified in the clauses contained in this Article are to be construed both as purposes and powers, and shall, except when otherwise expressed in this Article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other article hereof, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be in limitation of the general powers herein contained or in limitation of the powers

granted to corporations under the Laws of the State of Florida, but it is intended to be, and shall be held to be, in furtherance thereof.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of Shares of Stock this Corporation is authorized to have outstanding at any one time shall be Seven Thousand Five Hundred (7,500) Shares of Common Stock at \$1.00 Par value each.

The consideration to be paid for each Share shall be fixed by the Board of Directors.

### **ARTICLE IV. INITIAL CAPITAL**

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

### **ARTICLE V. TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE VI. PRINCIPAL OFFICE OF CORPORATION**

The initial principal office of the corporation shall be at:

150 North Federal Highway  
Suite 210  
Ft. Lauderdale, FL 33338-4336

**ARTICLE VII.  
INITIAL REGISTERED OFFICE AND AGENT**

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

c/o William E. Ashcraft  
150 North Federal Highway  
Suite 210  
Fort Lauderdale, Florida 33338-4336

and the name of the initial registered agent of this Corporation at that address is  
William E. Ashcraft.

**ARTICLE VIII.  
DIRECTORS AND OFFICERS**

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than nine (9). A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation.

The Officers of this Corporation shall consist of a President, Secretary, Treasurer and such other Officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The Shareholders of this Corporation shall not be entitled to remove any Director from office during his term without cause.

**ARTICLE IX.  
DIRECTORS ABSENTEE MEETINGS**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by Law.

The Directors of this Corporation may take action by written consent as provided by Law.

**ARTICLE X.  
INITIAL BOARD OF DIRECTORS**

The name(s) and address(es) of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

Lennox Thompson  
2646 NW 4th Street  
Ft. Lauderdale, FL 33311

**ARTICLE XI.  
INCORPORATOR**

The name and post office address of the Incorporator to these Articles of Incorporation is as follows:

William E. Ashcraft  
P.O. Box 4336  
Fort Lauderdale, Florida 33338-4336

**ARTICLE XII.  
PREEMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new Stock of the 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 XIII.  
CUMULATIVE VOTING**

At each election for Directors, every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his Shares, or by distributing such votes on the same principal among any number of such candidates.

**ARTICLE XIV.  
INTER-COMPANY CONTRACTS**

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Directors, individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm who is 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 of Directors at which action upon 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 who has an interest therein may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

#### **ARTICLE XV. SHAREHOLDERS' AGREEMENTS**

The Corporation and its common Shareholders, or the Shareholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the Stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Shareholders, or both, the option of first refusal or mandatory purchase in the event any Shareholder desires to transfer, assign, encumber or pledge his Stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any Shareholders or upon the death or legal incompetence of any Shareholder. Excepting as otherwise provided by law, and not in contravention thereof, nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such Stock upon the books of the Corporation in violation of any such agreement.

#### **ARTICLE XVI. DIVIDENDS**

Dividends may be paid to Shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an Officer having charge of its books of

account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent; nor shall he be liable, if, in good faith, in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

#### **ARTICLE XVII. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify any Director or Officers made a party to any action, suit or proceeding against or in the right of the Corporation to procure a Judgment in its favor by reason of his being or having been a Director or Officer of the Corporation, or a Director or Officer of any other Corporation which he served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense(s) or settlement of such action, suit or proceeding, or in connection with an appeal thereon, except in relation to matters as to which such Director or Officer may be adjudged to have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

Furthermore, the Corporation shall indemnify any Director, Officer, employee, or agent of the Corporation for all such acts and circumstances provided for in Florida Statutes, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such Law.

#### **ARTICLE XVIII. DIRECTORS' LIABILITY**

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or By-Laws. The defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, then, in that event, the defense shall be conducted by outside counsel reasonably designated by the director(s) whose expenses, including, but not limited to, expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a Judgment or Decree being rendered against any Director, the Corporation shall indemnify and save him harmless, subject to the provisions of Article XVII.



**ARTICLE XIX.  
REIMBURSEMENT OF DIRECTORS**

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a Director, either individually or as Director, shall result in a Judgment, Decree or Decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, Court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

I, the undersigned, being the original Incorporator of the foregoing Corporation, do hereby certify that the foregoing constitutes the Charter of the above Corporation.

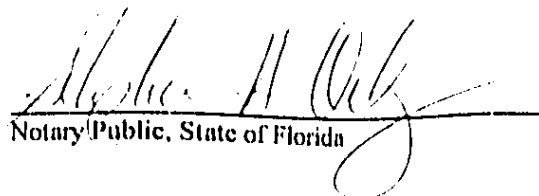
WITNESS my hand and seal this 11<sup>th</sup> of June, 1996.

  
\_\_\_\_\_  
William E. Ashcraft  
Incorporator

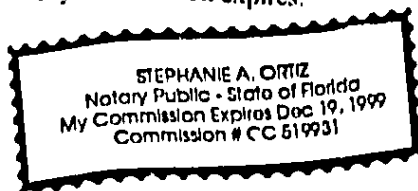
STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared William E. Ashcraft to me well known to be the persons described as the Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 17th day of June, 1996.

  
Notary Public, State of Florida

My commission expires:

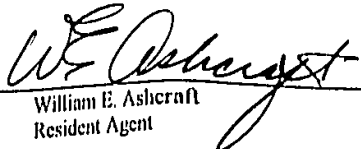


ACCEPTANCE BY REGISTERED AGENT

96 JUN 21 PM 1:50

Having been named to accept service of process for the above stated corporation, at the place designated in the above referenced Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 19 day of June, 1996.

  
\_\_\_\_\_  
William E. Ashcraft  
Resident Agent