

1201 BAY STREET
TALLAHASSEE, FL 32301-2607
904.222.0171
FAX 904.222.0171

800-342-8086

P96000054505



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 001016 7111896

AUTHORIZATION :

600001882216
-07/02/96--01070--006
*****30.00 *****10.00

COST LIMIT : \$ PREPAID

ORDER DATE : June 26, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 001016

CUSTOMER NO: 7111896

CUSTOMER: Mr. Thomas S. Krzesinski
CFO FINANCIAL SERVICES, INC.

Suite 800
4200 W. Cypress Street
Tampa, FL 33607

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 PM 2:59

600001882216
-07/02/96--01070--006
*****112.50 *****112.50

DOMESTIC FILING

NAME: GARTOM DISTRIBUTORS, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

96000 - F.F
32.50 - CC
142.50
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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF**

GARTOM DISTRIBUTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 26 PM 2:59

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 Gartom Distributors, Inc.

ARTICLE II

PRINCIPAL OFFICES

The principal offices of the corporation shall be: 548 Baywood Drive N., Dunedin, Florida 34698.

ARTICLE III

PURPOSE

The purpose for which the corporation is formed is to transact any or all lawful business under the Florida Business Corporation Act, including, but not limited to; providing business as an independent distributor.

ARTICLE IV

AUTHORIZED SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 1,000, with a par value of \$0.01.

ARTICLE V

REGISTERED AGENT

The initial registered agent is: Laurie Garcia, and the address of the corporation's registered office is 511 Bay Street, Suite 400, Tampa, Florida 33606.

ARTICLE VI

BOARD OF DIRECTORS

The following individuals shall serve as the initial directors of the corporation:

1. Gary Garcia
548 Baywood Drive North
Dunedin, Florida 34698
2. Thomas Krzesinski
720 Apalachee Drive, N.E.
St. Petersburg, Florida 33702

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Thomas S. Krzesinski, 720 Apalachee Drive, N.E., St. Petersburg, Florida 33702.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors.

ARTICLE IX

AMENDMENTS

The corporation reserves the right to amend, alter, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the shareholders. Thereafter, every amendment shall be approved by the shareholders at a shareholders' meeting as provided in the by-laws.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of June, 1996.

Thomas S. Krzesinski
Thomas S. Krzesinski

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

1. The name of the corporation is: Gartom Distributors, Inc.
2. The name and address of the registered agent and office is: Laurie Garcia,
511 Bay Street, Suite 400, Tampa, Florida 33606.

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.


Laurie Garcia

Dated this 24th day of June, 1996.

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