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*Law Offices of
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July 9, 1996

Secretary of State
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

FILED
JUL 12 PM 2:12
TALLAHASSEE, FLORIDA

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-07/12/96--01032--005
****122.50 ****122.50

RE: DUNDEE DISTRIBUTING COMPANY, INC.

Dear Sir or Madam:

Enclosed please find an original plus (1) copy of Articles of Incorporation for DUNDEE DISTRIBUTING COMPANY, INC., along with our check in the amount of \$122.50 representing the appropriate filing fee.

Please file the above Articles of Incorporation and forward a copy back to this office at your earliest convenience.

Should you have any questions, please call this office.

Very truly yours,

JEFFREY R. EISENSMITH

JRE:lm
Encl.

111 7-15.96

**ARTICLES OF INCORPORATION OF
DUNDEE DISTRIBUTING COMPANY, INC.**

**ARTICLE I
CORPORATE NAME**

The name of the corporation is DUNDEE DISTRIBUTING COMPANY, INC.

**ARTICLE II
DURATION**

This corporation shall be perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of one dollar (\$1.00) par value common stock, which shall be designated "common shares".

**ARTICLE V
SHAREHOLDER'S 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offer to others.

**ARTICLE VI
INITIAL REGISTERED AGENT
INITIAL REGISTERED OFFICE**

This corporation's initial registered agent and registered office in the State of Florida Roberta Bernstein, 9405 Dundee Drive, Lake Worth, FL 33467.

**ARTICLE VII
CORPORATE ADDRESS**

This corporation's initial address is 9405 Dundee Drive, Lake Worth, FL 33467.

**ARTICLE VIII
DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is Roberta Bernstein, 9405 Dundee Drive, Lake Worth, FL 33467.

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is Roberta Bernstein, 9405 Dundee Drive, Lake Worth, FL 33467.

**ARTICLE X
AMENDMENT**

This 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.

**ARTICLE XI
AMENDMENTS TO BY-LAWS**

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

**ARTICLE XII
CORPORATE POWERS**

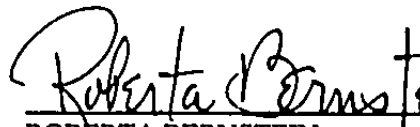
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XIII
INDEMNIFICATION**

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

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


ROBERTA BERNSTEIN
Incorporator and Registered Agent

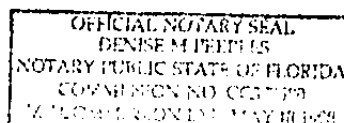
STATE OF Florida
COUNTY OF Broward SS

BEFORE ME, the undersigned authority personally appeared ROBERTA BERNSTEIN, who is personally known to me or who produced FL # BL52733 31797-2 as identification, and who did/did not take an oath, and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 5 day of July, 1996.


Notary Public

My Commission Expires:



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NOTARY PUBLIC
STATE
OF FLORIDA