P96000059678

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

of

No 53085

RE: Omni Distribution Inc.

NAME _____
FIRM _____
ADDRESS _____
_____
_____
PHONE ( ) _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee $ _____ Our $ _____

	Certified	Disbursed
____ Capital Express℠		
✓ Art. of Inc. File		
____ Corp. Record Search		
____ Ltd. Partnership File		
____ Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
____ Art. of Amend. File		
____ Dissolution/Withdrawal		
____ G U S		
____ Fictitious Name File		
____ Name Reservation		
____ Annual Report/Reinstatement		
____ Reg. Agent Service		
____ Document Filing		
____ Corporate Kit		
____ Vehicle Search		
____ Driving Record		
____ Document Retrieval		
____ UCC 1 or 3 File		
____ UCC 11 Search		
____ UCC 11 Retrieval		
____ ____ File No.'s, ____ Copies		
____ Courier Service ____		
____ Shipping/Handling		
____ Phone ( )		
____ Top Priority ____		
____ Express Mail Prep. ____		
____ FAX ( ) pgs.		
SUBTOTALS ____		

100001-015 1-11
07/17/96-01025-014
***122.50 ***122.50

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$

M. CHESSER JUL 17 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN
Will Pick Up 7/17 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

11-2329-1 PONDER'S INC., THOMASVILLE, GA.

ARTICLES OF INCORPORATION

of

OMNI DISTRIBUTION, INC.

FILED
95 JUL 17 AM 11:04
TALLAHASSEE, FLORIDA

FIRST:

The name of the Corporation shall be OMNI DISTRIBUTION, INC. The principal mailing address of the corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

SECOND:

The purposes for which the corporation is formed are any and all lawful purposes for which a corporation may be formed pursuant to the laws of the State of Florida and the United States.

THIRD:

The corporation shall be authorized and empowered to issue TEN THOUSAND (10,000) shares of common stock.

FOURTH:

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

FIFTH:

The mailing address of the Registered Office of the Corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

SIXTH:

The registered agent for the corporation shall be:

STANLEY A. GOLDSMITH
1605 Main Street, Suite 1001
Sarasota, Florida 34236

SEVENTH:

To the incorporator of OMNI DISTRIBUTION, INC.:

I understand my obligations as your Registered Agent and hereby accept appointment as your Registered Agent in accordance with F.S. 48.091.

7/16/96
Date

Stanley A. Goldsmith

EIGHTH:

The initial Board of Directors of the corporation shall consist of one (3) members:

Edward J. Zbleglen, Jr.	Jennifer J. Zbleglen	Edna Testen
501 Gulf Avenue	228 E. Bailey	728 South Austin
Bradenton, FL 34217	Naperville, IL 60565	Cicero, IL 60650

NINTH:

The incorporator of OMNI DISTRIBUTION, INC., who by his signature hereby acknowledges the adoption of these Articles of Incorporation, is:

FILED
95 JUL 17 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STANLEY A. GOLDSMITH
1605 Main Street
Suite 1001
Sarasota, Florida 34236

STATE OF FLORIDA)
COUNTY OF SARASOTA) ss:

The foregoing Articles of Incorporation of OMNI DISTRIBUTION, INC., were acknowledged before me this 16th day of July 1996, by STANLEY A. GOLDSMITH as registered agent. He is personally known to me or has produced N/a as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

Andrea Bailey
Signature of Notary Public

ANDREA BAILEY
My Commission CC296491
Expires Jul. 17, 1997
Bonded by ANB
800-852-5878

Print Name of Notary Public

I am a Notary Public of the State of
___ _____, and my commission
expires on _____.

The foregoing Articles of Incorporation of OMNI DISTRIBUTION, INC., were acknowledged before me this 16th day of July 1996, by STANLEY A. GOLDSMITH, as incorporator. He is personally known to me or has produced N/a as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.

Andrea Bailey
Signature of Notary Public

ANDREA BAILEY
My Commission CC296491
Expires Jul. 17, 1997
Bonded by ANB
800-852-5878

Print Name of Notary Public

I am a Notary Public of the State of
_____, and my commission
expires on _____