

1201 HAYS STREET  
NAPLES, FL 34102  
96 JUL 17 11:54  
DIVISION OF CORPORATION

09600059768



ACCOUNT NO. : 072100000032

REFERENCE : 022335 4718535

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : July 17, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 022335

CUSTOMER NO: 4718535

CUSTOMER: W. Jeffrey Cecil, Esq  
PORTER WRIGHT MORRIS & ARTHUR

Suite 400  
4501 Tamiami Trail North  
Naples, FL 33940

400001826684  
-07/17/96--01048--016  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: TOUHY ENTERPRISES OF FLORIDA,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

cy  
7/17/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 17 PM 1:19

EFFECTIVE DATE

7/16/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 17 PM 1:20

ARTICLES OF INCORPORATION

OF

TOUHY ENTERPRISES OF FLORIDA, INC.

ARTICLE I. Name and Initial Address

The name of this corporation is TOUHY ENTERPRISES OF FLORIDA, INC., and initial address of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

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 100 shares of no par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

### Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

### Section 3. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be W. Jeffrey Cecil and the initial registered office of the corporation is 4501 Tamiami Trail North, Suite 400, Naples, Florida 34103.

### ARTICLE VII. Preemptive 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 offered to others.

### ARTICLE VIII. Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The names and addresses of the initial directors of this corporation are:

John Touhy  
11168 Phoenix Way  
Naples, Florida 34119

ARTICLE IX. Incorporator

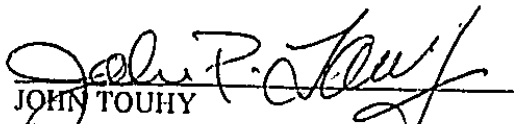
The name and address of the person signing these articles is:

John Touhy  
c/o Porter, Wright, Morris & Arthur  
4501 Tamiami Trail North  
Suite 400  
Naples, Florida 33940

ARTICLE X. Amendment

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 16th day of July, 1996.

  
JOHN TOUHY  
c/o Porter, Wright, Morris & Arthur  
4501 Tamiami Trail North, Suite 400  
Naples, Florida 34103

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN TOUTY, [ ] who produced \_\_\_\_\_ identification or [ ] who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 16th day of July, 1996.

(SEAL HERE)



JOHNNA S. HAMPSON  
My Commission CC400071  
Expires Sep. 21, 1998  
Bonded by FIAI  
800-422-1556

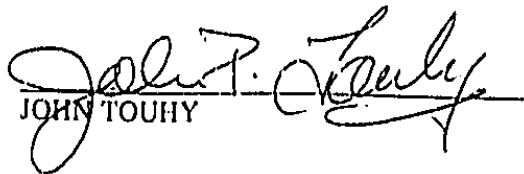
Johnna S. Hampson  
NOTARY PUBLIC  
Johnna S. Hampson  
(Printed Name of Notary)  
My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
THE RESIDENT UPON WHOM PROCESS MAY BE SERVED.

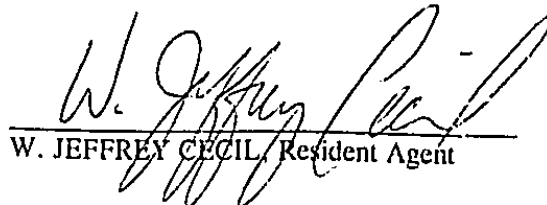
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
96 JUL 17 PM 1:20

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that TOUHY ENTERPRISES OF FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, has named W. Jeffrey Cecil, located at 4501 Tamiami Trail North, Suite 400, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.

  
JOHN TOUHY

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
W. JEFFREY CECIL, Resident Agent

P96000059768

**CSC networks**

PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 053200 4710535

AUTHORIZATION :

COST LIMIT : \$ 87.50

*Patricia Pzyub*

RECEIVED  
55 AUG 14 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 14, 1996

ORDER TIME : 10:57 AM

ORDER NO. : 053200

CUSTOMER NO: 4718535

CUSTOMER: Georgia A. Hiller, Esq  
Porter Wright Morris & Arthur  
Suite 400  
4501 Tamiami Trail North  
Naples, FL 33940

FILE

SECOND!!

DOMESTIC AMENDMENT FILING

NAME: TOUHY ENTERPRISES OF FLORIDA,  
INC.

RECEIVED  
55 AUG 14 PM 2:23  
DIVISION OF CORPORATION

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: \_\_\_\_\_

NC  
8/14

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TOUHY ENTERPRISES OF FLORIDA, INC.

RECORDED  
JUL 23 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendments adopted:

Article I. NAME is hereby amended to read as follows:

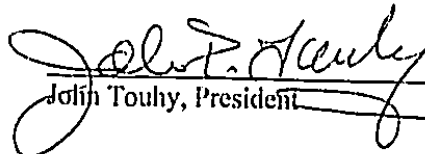
"The name of the corporation is Allen Distributing of Naples, Inc."

**SECOND:** The date of the amendment's adoption is July 22, 1996.

**THIRD:** Adoption of Amendments

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 22nd day of July, 1996

  
John Touhy, President



STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN TOUHY, who is known to me and known by me to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 22nd day of July, 1996.

(SEAL HERE)



W JEFFREY CECIL  
My Commission CO379023  
Expires Jun. 05, 1998  
Bonded by FIA  
800-422-1005

W. Jeffrey Cecil  
NOTARY PUBLIC  
W. Jeffrey Cecil  
(Printed Name of Notary)  
My Commission expires: