

996000061594

CIRCLE IT FOR IMMEDIATE SERVICES, INC.

304 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442
(305) 420-4001
(305) 696-0087 FAX

RECEIVED
FLORIDA
DEPT. OF STATE
JULY 19 1996

JULY 19, 1996
Secretary of STATE
4109 E GAINES ST.
TALLAHASSEE, FL 32399

Re: TRIAD DISTRIBUTIONS, INC.

We enclose for recording or filing the following checked documents:

Financing statement - UCC

Termination of financing statement 5000001900655
X Articles of Incorporation 407/22/96-01061--016
*****122.50 *****122.50

Trademark Application

Articles of Amendment of Corporation

Assignment for the Benefit of Creditors

Real Estate Mortgage

Limited Partnership

Copyright Application

Assent form

Other: _____

7/23/96
JD

Recording fees (if applicable) of \$12.50 are enclosed. Please return proof of filing to the undersigned and we thank you for your cooperation.

Very truly,

Mark Lemo

ARTICLES OF INCORPORATION
OF
TRIAD DISTRIBUTING, INC.

The undersigned, acting as an incorporator of Triad Distributing, Inc. under Florida General Corporations Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation is: TRIAD DISTRIBUTING, INC.

ARTICLE II: COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III: PURPOSE

This Corporation may engage in any activity or business permitted under the laws of United States and the State of Florida.

ARTICLE IV: AUTHORIZED SHARES

The maximum amount of shares that the Corporation is authorized to have outstanding at any time is (100) one hundred shares of Common Stock having a par value of (\$1.00) one dollar per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed to the Corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V: REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS**

The street address of the registered office/principal place of business of the Corporation is: 1111 N.E. 7th Avenue, Fort Lauderdale, Florida 33304, and the name of the Corporation's initial registered agent at that address is:

Mr. Chris Walker
1111 N.E. 7th Avenue
Fort Lauderdale, FL 33304

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1)director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial incorporator and initial director are:

Mr. Chris Walker
1111 N.E.7th Avenue
Fort Lauderdale, FL 33304

The incorporator of the Corporation assigns to this Corporation the incorporator's rights under section 607.161. Florida Statutes, to constitute a Corporation, and the incorporator assigns to those persons designated by the Board of Directors any rights the incorporator may have to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date Corporate existence begins.

ARTICLE VII: DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Director's and such Board of Director's shall consist from one member and not more than eleven members. A majority of the first Board of Directors named within these Articles of Incorporation shall have the power to approve and adopt the ByLaws of this Corporation until their successors are elected or appointed.

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

3. The Officer's of this Corporation may consist of a President, Chief Executive Officer, Treasurer, Vice President and Secretary and such other officers and agent as may be provided by the Bylaws of this Corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such Bylaws.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of this being or having a Director or any officer of the Corporation, or Director of any other Corporation which the Director served as such at the request of the Corporation, against reasonable expenses, including but no limited to attorney's fees, actually and necessarily incurred by the Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct, in the performance of the Director's duty to the Corporation.

2. The Corporation shall indemnify any Director made party to any action, suit or proceeding other than one by or in the Director's right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose liability or penalty on such Director in the Director's capacity as Director or an Officer served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fee's actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interest of the Corporation, and in Criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment,

settlement conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interest of the Corporation or that the Director had reasonable ground for belief that such action was lawful.

ARTICLE IX: DIRECTOR'S 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 ByLaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any 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 in behalf of the Corporation. All cost and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meeting, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save the Director harmless.

ARTICLE X: BYLAWS

The power to adopt, alter, amend or repeal Bylaws be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the Shareholders specifically provided that the bylaw is not subject to amendment or repeal by the Directors.

ARTICLE XI: REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought or in 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 cost

and expenses of the Director in connection with such action, suit or proceedings including but not limited to reasonable attorney's fee's court cost and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

ARTICLE XII: AMENDMENTS

The Corporation reserves the right to amend, alter, change 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 of the Board of Directors. Thereafter, every amendment shall be approved at a shareholder's meeting by the unanimous vote of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of July, 1996.

Chris Walker, Jr.

STATE OF FLORIDA

COUNTY OF BROWARD

On July 19th, 1996 before me, Mark T. Lauer personally appeared Chris Walker personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.

Seal

Notary



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of the Registered Agent.

Ed. Nash P.A.

TRIAD DISTRIBUTING, INC

1414 D NORTHEAST 57TH AVENUE SUITE 1100
FORT LAUDERDALE, FLORIDA 33304-2026
(954) 522-0344
(954) 522-0202
(FFX)

September 23, 1997

The Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Triad Distributing, Inc.

Dear Sir/Madam:

Please be advised that effective 9-1-97 the above corporation has changed its address to:

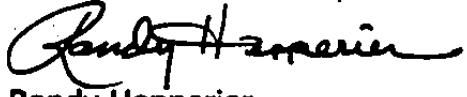
Triad Distributing, Inc.
601 N.E. 11th Street #2401
Fort Lauderdale, FL 33304

Please change the Department of State's record to reflect such change as soon as possible.

Thanking you in advance,

Sincerely yours,

TRIAD DISTRIBUTING, INC.


Randy Hepperier

KS 9/30