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WRIGHT, FULFORD, MOORHEAD & BROWN, P. A.

ATTORNEYS

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July 23, 1996

Office of the Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000001807390  
-07/30/96--01022--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: MANUFACTURING DISTRIBUTION INTERNATIONAL, INC.

Dear Sir or Madam:

Enclosed please Articles of Incorporation for the above entity for filing with the State. I have additionally enclosed my firm draft in the amount of \$122.50, which I understand is your fee which includes a certified copy of the Articles.

If there is any question concerning this matter, please contact my office. Thank you for your attention to the enclosed.

With kindest regards, I remain,

DMJ  
7-30-96

Very truly yours,

*Wm. Patrick Fulford*

Wm. Patrick Fulford

"Signed in Mr. Fulford's  
absence to avoid delay."

WPF/jdm/999-16  
enclosed as stated

FILED  
96 JUL 29 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 JUL 29 PM 2:06  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MANUFACTURING DISTRIBUTION INTERNATIONAL, INC.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I  
NAME AND PRINCIPAL OFFICE

The name of this corporation shall be MANUFACTURING DISTRIBUTION INTERNATIONAL, INC. The principal place of business and mailing address of MANUFACTURING DISTRIBUTION INTERNATIONAL, INC., shall be 9430 Turkey Lake Road, Suite 212, Orlando, Florida 32819.

ARTICLE II  
AUTHORIZED STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value Common Stock.

ARTICLE III  
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 Stock of the corporation.

ARTICLE IV  
INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
William Andrew Steele	931 West Oak Street Kissimmee, Florida 34741

ARTICLE V  
PREEMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI  
INITIAL REGISTERED OFFICE,  
REGISTERED AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 145 North Magnolia Avenue, Orlando, Florida, 32801. The name of the initial Registered Agent and Resident Agent of the Corporation is Wm. Patrick Fulford, Esquire.

**ARTICLE VII  
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 name and address of the initial directors of this Corporation is:

NAME	ADDRESS
William Andrew Steele	931 West Oak Street Kissimmee, Florida 34741

**ARTICLE VIII  
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

**ARTICLE IX  
INDEMNIFICATION**

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

**ARTICLE X  
DURATION**

This corporation shall have perpetual existence.

**ARTICLE XI  
RESTRICTIONS ON TRANSFER OF STOCK**

This corporation is authorized to place restrictions upon any stock authorized or issued by this Corporation and to enter into agreement with stockholders concerning any stock authorized or issued by this corporation in the following respects:

1. The transferability or assignment of such stock.
2. The preemptive right of the corporation or other stockholders to purchase such stock as a condition

precedent to its issue, transfer or assignment.

3. The redemption or purchase of such stock by the Corporation.
4. The sale, pledge, and involuntary transfer of such stock.

**ARTICLE XII**  
**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.

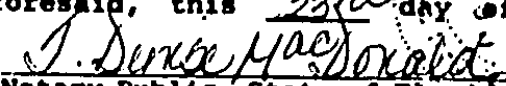
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of July, 1996, being the sole stockholder, this date the undersigned adopts these Articles of Incorporation.

  
\_\_\_\_\_  
WILLIAM A. STEELE

STATE OF FLORIDA  
COUNTY OF ORANGE

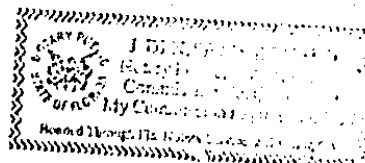
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WILLIAM A. STEELE, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and WILLIAM A. STEELE acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed. He is personally known to me or produced identification. WILLIAM A. STEELE (did)/(did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 23rd day of July, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida

10-23-97  
My commission expires:

ACCEPTANCE



I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open.

W. P. A.

WM. PATRICK FULFORD, ESQUIRE

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared WM. PATRICK FULFORD, well known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed. He is personally known to me or produced as identification. WM. PATRICK FULFORD (did)/(did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 23rd day of July, 1996.

J. Denise MacDonald  
Notary Public, State of Florida

10-23-97  
My commission expires:

