

P9600006086

8/07/96

FLORIDA DIVISION OF CORPORATIONS

4:47 PM

((H96000010998)))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS

FROM: HODGSON, RUSSELL, ANDREWS, ET AL

DEPARTMENT OF STATE

2000 GLADES ROAD

STATE OF FLORIDA

SUITE 400

409 EAST GAINES STREET

BOCA RATON FL 33431-

TALLAHASSEE, FL 32399

CONTACT: MARY FRITZE

PHONE: (904) 922-4000

PHONE: (407) 394-0500

FAX: (904) 922-4000

FAX: (305) 427-4303

((H96000010998)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: KEL-CO DISTRIBUTION COMPANY

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H96000010998

TIME REQUESTED: 16:47:10

DATE REQUESTED: 08/07/1996

CERTIFICATE OF STATUS: 0

CERTIFIED COPIES: 1

METHOD OF DELIVERY: FAX

NUMBER OF PAGES: 5

ACCOUNT NUMBER: 072720000242

ESTIMATED CHARGE: \$122.50

NOTE: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit

number on the top and bottom of all pages of the document.

((H96000010998)))

ENTER 'Y' FOR MENU. **

ENTER SELECTION AND <CR>:

NOTED TO HODGSON

96 AUG -8 AM 7:59

RECEIVED

FILED
96 AUG -8 AM 10:15
SECRETARY OF STATE
TALLAHASSEE
00002

1196000010990

**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR LLP**
ATTORNEYS AT LAW

7000 North Rm1
Suite 400
Boca Raton, FL 33431-8599
561-394-0300 BOCA RATON
561-736-2177 PALM BEACH
954-764-2440 MIAMI
FAX: 561-394-3862
EMAIL: bocslaw@hodgson-russ.com; mail.compuerve.com

ALBANY
James M. Hines
Buffalo
New York
Rochester
Mississauga
(Toronto)

Lawrence F. Beyer
C.C. Conahan, P.A.
Larry Cormas, P.A.
Anthony L. Dutton, P.A.
Richard A. Goetz, P.A.
Michael H. Gors, P.A.
James M. Hankins, P.A.
Paul H. Korman
Thomas E. Sliney, P.A.
Kevin K. Ruck

James A. Puster, P.A.
Of Counsel

ASSOCIATE IN NEW YORK

Paul R. Cormas
Richard B. Heath
Mark S. Klein
Stephen M. Newman

August 7, 1996

VIA TELECOPY

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32302

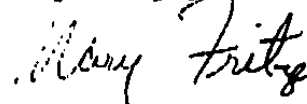
Dear Sir:

RE: Kel-Co Distribution Company

Enclosed are the Articles of Incorporation for Kel-Co Distribution Company. Please charge our account and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,



Mary Fritze
Legal Assistant

Attachment

9554

1196000010998

H96000010998

FILED
65-3-3-96
P.03

ARTICLES OF INCORPORATION
OF
KEL-CO DISTRIBUTION COMPANY

ARTICLE I

NAME

The name of this corporation is: KEL-CO DISTRIBUTION
COMPANY.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the
time and date of filing of these Articles by the Department of
State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the
transaction of any or all lawful business for which corporations
may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized
to have outstanding at any time is 5,000 common shares of the par
value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:
Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (407) 394-0500
Florida Bar No. 268046
H96000010998

H96000010998

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation is HRAWG Corp.

ARTICLE VII

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation is:

2000 Glades Road, Suite 400
Boca Raton, Florida 33431

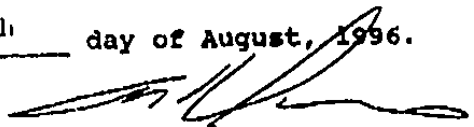
ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Anthony L. Dutton
2000 Glades Road, Suite 400
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 7th day of August, 1996.


Anthony L. Dutton, Incorporator

H96000010998

H96000010998

CERTIFICATE OF DESIGNATIONACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BY: Larry Corman
Larry Corman, Vice President

FILED
96 AUG -8 11 10:16
SECRET
FALL 1996 0307

H96000010998

9/26/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:05 AM

((H96000013522 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: HODGSON, RUSS, ANDREWS, ET AL

ACCT#: 072720000242

CONTACT: MARY FRITZE

PHONE: (407) 394-0500

FAX #: (305) 427-4303

NAME: KEL-CO DISTRIBUTION COMPANY

AUDIT NUMBER.....H96000013522

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

CERT. COPIES.....1

PAGES.....4

DEL.METHOD... FAX

EST.CHARGE... \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT.

** ENTER 'N' FOR MENU. **

ENTER SELECTION AND <CR>:

SEP-28-98 THU 11:12 HODGSON RUSS

FAX NO. 15013043882

P.01

P96000066086

RECEIVED
96 SEP 26 AM 11:48
FIDELITY OF CORPORATIONS

FILED
96 SEP 26 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0050900534,00471
C. Orpamad. muci.
Florida

H96000013522

**HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR LLP**
ATTORNEYS AT LAW

3000 Gladys Road
Suite 400
Boca Raton, FL 33431-6599
561-394-0800 BOCA RATON
561-736-2177 PALM BEACH
954-764-2440 BOCA RATON
FAX: 561-394-3862
EMAIL: localaw@hodgson-russ.com computer@compuserve.com

Albany
Boca Raton
Buffalo
New York
Rockville
Atlanta
(Toronto)

Lawrence R. Boyer
C.C. Conahan, P.A.
LARRY CURRAN, P.A.
Anthony L. Dutton, P.A.
Richard A. Gotsis, P.A.
Michael H. Gotsis, P.A.
James M. Hantke, P.A.
Paul H. Korman
Thomas D. Slattery, P.A.
Kevin K. Ross

James A. Porter, P.A.
Of Counsel

MEMBER OF NEW YORK

Paul B. Cadden
Richard B. Heath
Mark S. Klein
Stephen M. Newman

September 26, 1996

VIA TELECOPY

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

RE: Kel-Co Distribution Company

Attached are the Articles of Amendment to the
Incorporation for Kel-Co Distribution Company. Please charge our
account and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

Mary Fritze

Mary Fritze
Legal Assistant

Attachment

9554

H96000013522

H96000013522

FILED

96 SEP 26 PM 2:29

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
KEL-CO DISTRIBUTION COMPANY

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is: **KEL-CO DISTRIBUTION COMPANY.**
2. A new **ARTICLE IX - CORPORATE GOVERNANCE AND VOTING REQUIREMENTS** - is hereby added to read as follows:

ARTICLE IX
CORPORATE GOVERNANCE AND VOTING REQUIREMENTS

Pursuant to Section 607.1021, Florida Statutes, the shareholders may adopt a by-law providing that a quorum at all meetings of shareholders shall be all the votes entitled to be cast on any matter, and that all matters concerning the management or operation of the Corporation shall be made by the unanimous vote or consent of all shareholders entitled to vote.

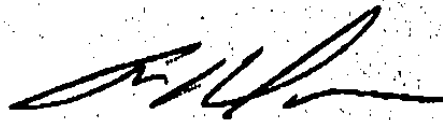
THIS INSTRUMENT PREPARED BY:
Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, FL 33431
Telephone: (407) 394-0500
Florida Bar No. 268046

H96000013522

H96000013522

3. These Articles of Amendment were adopted on August 9, 1996 by the sole Incorporator without shareholder action pursuant to Section 607.1005, Florida Statutes as the Corporation had not yet issued any shares, and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 9th day of August, 1996.



Anthony L. Dutton, Incorporator

65454

H96000013522