

P96000068190

Bill Morris

August 6, 1996

FILED
95 AUG 15 PM 3 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Direct Distribution USA, Inc.

400001919864
-08/13/96--01039--012
***122.50 ***122.50

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for the above-referenced corporation for filing. Also enclosed is a check in the amount of \$122.50 in payment of the filing fee, registered agent fee and a certified copy of the Articles of Incorporation. Please return the certified copy to the undersigned.

Thank you for your cooperation in this matter. If you have any questions, please give me a call.

Very truly yours,


Bill Morris

enclosures

W AUG 15 1996

2804 Smither Road • Tampa, FL 33618

**ARTICLES OF INCORPORATION
OF
DIRECT DISTRIBUTION USA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Direct Distribution USA, Inc. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2804 Smither Road, Tampa, FL 33618.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2804 Smither Road, Tampa, FL 33618. The name of the initial registered agent at such address is Bill Morris.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in the manner provided in the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Bill Morris	2804 Smither Road Tampa, FL 33618

ARTICLE VIII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the initial director of this Corporation.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Bill Morris	2804 Smither Road Tampa, FL 33618

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation, this 8th day of August, 1996.

Bill Morris

Bill Morris, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 8th DAY OF AUGUST, 1996.


By: Bill Morris

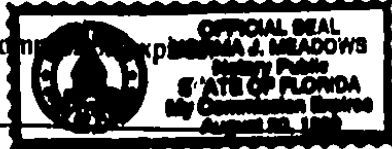
Bill Morris
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 8th day of August, 1996 by Bill Morris who, as Incorporator, executed the foregoing Articles of Incorporation of Direct Distribution USA, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who ~~did~~ did not take an oath on behalf of the corporation.



NOTARY PUBLIC, STATE OF FLORIDA
My commission expires _____


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96 AUG 15 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA