

1201 HAYS STREET
TALLAHASSEE, FL 32301-1000
TEL: 904-222-4444 FAX: 904-222-4444
800-441-4000

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PROMOTE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 073282 9540A

AUTHORIZATION : *Patricia Pappas*
COST LIMIT : \$ 70.00

ORDER DATE : September 3, 1996

ORDER TIME : 3:13 PM

ORDER NO. : 073282

CUSTOMER NO: 9540A

200001937722

CUSTOMER: Barry Billington, Esq
JOHNSTON THOMAS & BILLINGTON

Suite 103, Clay Building
1201 East Atlantic Boulevard
Pompano Beach, FL 33060

DOMESTIC FILING

NAME: ATLANTIC COAST DISTRIBUTORS,
INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
CORPORATIONS
96 SEP -3 PM 9:47

RECEIVED
96 SEP 3 PM 4:10
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

ATLANTIC COAST DISTRIBUTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 AM 9:47

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ATLANTIC COAST DISTRIBUTORS, INC.
The address of the principal office of this corporation shall be 4180 North Highway U.S. 1, Melbourne, Florida, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having NO par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4180 North Highway U.S. 1, Melbourne, Florida, and the name of the initial registered agent of the corporation at that address is JOSEPH PALADIN.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are as follows:

JOSEPH PALADIN President	6830 South Highway A1A Melbourne, FL 32591
MICHELE PALADIN Secretary	6830 South Highway A1A Melbourne, FL 32591
BARRY P. BILLINGTON Treasurer	876 N.W. 6th Avenue Boca Raton, FL 33432

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation:

BARRY P. BILLINGTON
876 N.W. 6th Avenue
Boca Raton, FL 33432

BARBARA L. BILLINGTON
876 N.W. 6th Avenue
Boca Raton, FL 33432

ARTICLE IX. DIRECTORS



All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors initially. The name and street address of the initial members of the Board of Directors is as follows:

BARRY P. BILLINGTON
876 N.W. 6th Avenue
Boca Raton, FL 33432

JOSEPH PALADIN
6830 South Highway A1A
Melbourne, FL 32591

IN WITNESS WHEREOF, the undersigned agent has hereunto set her seal on

August 28, 1996.


BARRY P. BILLINGTON

BARBARA L. BILLINGTON

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

JOSEPH PALADIN, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JOSEPH PALADIN

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