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10/09/96
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FROM: BISHINS, LARRY V., P.A.
072720000103

ACCT#:

CONTACT: LARRY V BISHINS
PHONE: (954) 772-7900
(954) 772-7924

FAX #:

NAME: S.D.Q. SALES & DISTRIBUTION, INC.

AUDIT NUMBER.....H96000014202

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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OCT-09-1996 16106 FROM LARRY V. BISHINS, P.A. TO 19049224001-72 P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 9, 1996

BISHINS, LARRY V., P.A.

SUBJECT: S.D.Q. SALES & DISTRIBUTION, INC.
REF: W96000021352

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14960000143026
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TALLAHASSEE, FLORIDA

**Articles Of Incorporation
of**

S.D.Q. SALES & DISTRIBUTION, INC.

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

ARTICLE I - NAME

EFFECTIVE DATE
10-8-96

The name of this corporation is S.D.Q. SALES & DISTRIBUTION, INC.

ARTICLE II - LOCATION

The principal office of this corporation is to be located at 4548 North Federal Highway, County of Broward, Fort Lauderdale, Florida 33308.

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share.

Prepared By:
Larry V. Bishins, Esq.
4548 North Federal Highway
Fort Lauderdale, FL 33308
(954) 772-7900
Fla Bar No. 178986

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ARTICLE V - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this corporation is 4548 North Federal Highway, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at that address is Larry V. Bishins.

ARTICLE VI - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified are as follows:

Craig Sirota
4548 North Federal Highway
Fort Lauderdale, FL 33308

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Larry V. Bishins, 4548 North Federal Highway, Fort Lauderdale, FL 33308.

ARTICLE IX - EFFECTIVE DATE

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State and all filing fees and taxes

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paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th day of October, 1996.


Larry V. Bishins

STATE OF FLORIDA)

COUNTY OF Palm Beach)

The foregoing instrument was acknowledged before me this 8th of October, 1996 by Larry V. Bishins.



RANDEO SUSAN SCHATZ
My Commission OC380881
Expires Oct. 28, 1997
Bonded by HAI
800-422-1986


Notary Public

Personally known X OR Produced Identification _____
Type of Identification Produced _____

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OCT-09-1996 16:09 FROM LARRY V. BISHINS, P.A. TO 19049224001-72 P.05

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

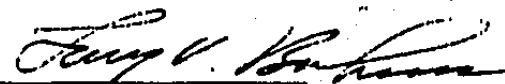
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act

FIRST -- S.D.Q. SALES & DISTRIBUTION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 4548 North Federal Highway, Fort Lauderdale, County of Broward, State of Florida, has named Larry V. Bishins, 4548 North Federal Highway, Fort Lauderdale, Florida 33308, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:



Larry V. Bishins
Resident Agent

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