

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000085040

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 117491 81314A

AUTHORIZATION :

Patricia Piggott

COST LIMIT : \$ 122.50

ORDER DATE : October 11, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 117491-005

CUSTOMER NO: 81314A

CUSTOMER: Ms. Elizabeth A. Motto
KOHL-METZGER-SPOTTS, P.A.

P. O. Box 2722

Stuart, FL 34995-2722

000001974400--2

DOMESTIC FILING

NAME: MONARCH WHOLESALE
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: Juan E Jones

EXAMINER'S INITIALS:

KR
10-15-96

FILED
96 OCT 15 PM 1:39
RECEIVED
96 OCT 15 AM 10:57
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
MONARCH WHOLESALE DISTRIBUTORS, INC.

FILED
96 OCT 15 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this Corporation is Monarch Wholesale Distributors, Inc.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The address of the corporation's principal office (or mailing address) is: 901 S.W. Martin Downs Boulevard, Suite 310, Palm City, Florida 34990.

ARTICLE III
DURATION AND EFFECTIVE DATE

The duration of this Corporation is perpetual, unless dissolved according to law.
The effective date of this incorporation shall be upon filing.

ARTICLE IV
PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V
STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII **SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII **QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX **INITIAL REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 50 S.E. Kindred Street, Stuart, Florida 34994, and the name of its initial registered agent at that address is N. Dean Kohl, Jr.

ARTICLE X **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name

N. Dean Kohl, Jr.

Street Address

50 S.E. Kindred Street
Stuart, Florida 34994

ARTICLE XII
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII
BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

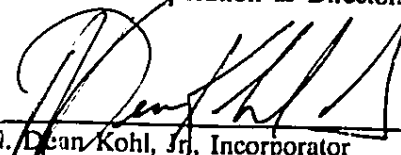
ARTICLE XIV
EMERGENCY BY-LAWS

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

ARTICLE XV
SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.


N. Dean Kohl, Jr., Incorporator

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

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That Monarch Wholesale Distributors, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 50 S.E. Kindred Street, Stuart, Florida 34994 has named N. Dean Kohl, Jr., located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

By: _____

N. Dean Kohl, Jr.

FILED
96 OCT 15 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P960000 85040

1201 HAYS STREET
TALLAHASSEE, FL 32311-2600
904/222-0100 FAX
800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 142448 81314A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : November 4, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 142448-005

CUSTOMER NO: 81314A

CUSTOMER: Ms. Elizabeth A. Motto
Kohl-metzger-spotts, P.a.
P. O. Box 2722

Stuart, FL 34995-2722

700001995147--7
-11/04/96--01038--024
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: MONARCH WHOLESALE
DISTRIBUTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

[Handwritten signature]
11/4/96
[Handwritten initials]

FILED
96 NOV -4 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV -4 AM 11:27
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
MONARCH WHOLESALE DISTRIBUTORS, INC.

FILED
96 NOV -4 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on October 15, 1996, and assigned Charter Number P96000085040, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on November 1, 1996, as follows:

II

ARTICLE I is hereby amended to read as follows:

The name of this corporation is MARQUISE WHOLESALE DISTRIBUTORS, INC.

III

This Amendment to the Articles of Incorporation was adopted by the shareholders and directors on November 1, 1996.

IV

The undersigned, being the President and Secretary of MARQUISE WHOLESALE DISTRIBUTORS, INC., hereby certify that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on November 1, 1996.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation on November 1, 1996.

ATTEST:

Christina Militano
Christina Militano,
Secretary

By: *[Signature]*

Gerard Militano,
President

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 1st day of November, 1996, by Gerard Militano, President and Christina Militano, Secretary, of MARQUISE WHOLESALE DISTRIBUTORS, INC., on behalf of the Corporation, who is personally known to me.



[Printed Name] KAROL D. LENEHAN
Notary Public, State of Florida

My Commission Expires:

(SEAL)



**WRITTEN CONSENT OF THE STOCKHOLDERS
AND DIRECTORS OF
MONARCH WHOLESALE DISTRIBUTORS, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the directors and stockholders of MONARCH WHOLESALE DISTRIBUTORS, INC., in accordance with §§607.0821 and 607.0704 of the Florida General Corporation Act, as of November 1, 1996, do hereby waive the necessity of a meeting and do hereby consent in writing to the adoption of the following resolutions:

WHEREAS, it is in the best interests of the Corporation to change its name to MARQUISE WHOLE SALE DISTRIBUTORS, INC.; now, therefore, it is

RESOLVED, that the name of the Corporation shall be changed to MARQUISE WHOLESALE DISTRIBUTORS, INC., that the President and Secretary of the Corporation are hereby instructed to file with the Secretary of State of Florida an Amendment to the Articles of Incorporation in the form attached to these minutes, that the President and Secretary of the Corporation shall issue new stock certificates in accordance with the attached Amendment to the Articles of Incorporation, and that the President and Secretary of the Corporation are authorized to take such further actions as may be reasonably necessary to effectuate the intent of these resolutions.


Gerard Militano, Director


Christina Militano, Director