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(SAMPLE LETTER OF TRANSMITTAL)

DATE October 9, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
OCT 14 11 08 AM '96
SEC. OF STATE
TALLAHASSEE, FLORIDA

Re: J.D.S. Distributors, Inc., Inc.
(Name of Corporation)

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-10/15/96--01014--010
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Deborah A. Stumpf
(Individual's Name)
Deborah A. Stumpf

J.D.S. Distributors, Inc.,
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
Post Office Box 2648		
Winter Haven, Fl. 33880-2648		
PHONE		
(941)	324-8486	
Area Code	Number	Ext.

AL OCT 16 1996

ARTICLES OF INCORPORATION

of

J.D.S. Distributors, Inc.

(name of corporation)

FILED

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The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

J.D.S. Distributors, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	<u>2108 Jonathan Lane</u>	<u>Post Office Box 2648</u>
	<u>Winter Haven, Fl 33884</u>	<u>Winter Haven, Fl. 33880-2648</u>
CITY	<u>FLORIDA</u>	<u>ZIP</u>

Mailing address, if different

STREET ADDRESS	<u>Post Office Box 2648</u>	
CITY	<u>Winter Haven</u>	<u>FLORIDA Fl ZIP 33880-2648</u>

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>Deborah A. Stumpf</u>	
ADDRESS	<u>2108 Jonathan Lane</u>	
CITY	<u>Winter Haven</u>	<u>FLORIDA ZIP 33884</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have _____ (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME Deborah A. Stumpf		
ADDRESS 2108 Jonathan Lane		
CITY Winter Haven	STATE FL	ZIP 33884
NAME James B. Stumpf		
ADDRESS 2108 Jonathan Lane		
CITY Winter Haven	STATE FL	ZIP 33884
NAME		
ADDRESS		
CITY	STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME Deborah A. Stumpf		
ADDRESS 2108 Jonathan Lane		
CITY Winter Haven	STATE FL	ZIP 33884
NAME		
ADDRESS		
CITY	STATE	ZIP
NAME		
ADDRESS		
CITY	STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 9th day of October, 19 96.

Deborah A Stumpf (Signature)

_____ (Signature)

_____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

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96 OCT 11 AM 8:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J.D.S. Distributors, Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office

as indicated in the Articles of Incorporation

at 2108 Jonathan Lane

Winter Haven, Fl. 33884

has named Deborah A. Stumpf

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Deborah A. Stumpf
(Signature)

October 9, 1996

(Date)