

P96000100390



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 185553 81609A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 12, 1996

ORDER TIME : 10:01 AM

ORDER NO. : 185553-005

CUSTOMER NO: 81609A

CUSTOMER: Hilda M. Porro, Esq
HILDA M. PORRO, P.A.

Suite E
12769 W. Forest Hill Boulevard
Wellington, FL 33414

300002027103--4
-12/12/96--01033--014
*****70.00 *****70.00

DOMESTIC FILING

NAME: COUNTRY SUPPLY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

RECEIVED
96 DEC 18 AM 10:44
DIVISION OF REGISTRATION
12-12-96

ARTICLES OF INCORPORATION

OF

COUNTRY SUPPLY, INC.

FILED
96 DEC 12 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Country Supply, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 12765 W. Forest Hill Blvd.
Suite 1316
Wellington, FL 33414

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12769 W. Forest Hill Blvd., Suite E, Wellington, FL 33414 and the name of the initial registered agent of this corporation at that address is Hilda M. Porro.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five.

The name and address of the initial Board of Directors of the corporation is:

Mr. Guy Cloutier
4782 121st Terrace N.
Royal Palm Beach, FL 33411

Mr. Chet A. Biernat
953 Cedar Cove Road
Wellington, FL 33414

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Hilda M. Porro
12769 W. Forest Hill Blvd., Suite E
Wellington, FL 33414

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 6th day of December, 1996.



Hilda M. Porro, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of December, 1996, by Hilda M. Porro, who is personally known to me or who has produced divers license as identification and who did take an oath.

Notary Public:



Sign Gail A. Stormes
Print GAIL A. STORMES
State of Florida at Large
My Commission Expires:
3/9/2001


CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 DEC 12 PM 12:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

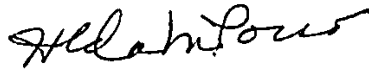
1. The name of the corporation is Country Supply, Inc.
2. The name and address of the registered agent and office is:

HILDA M. PORRO, P.A.
12769 W. Forest Hill Boulevard
Suite E
Wellington, Florida 33414



Hilda M. Porro, Incorporator
Date: December 6, 1996

Having been named to accept service of process for the above named 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 relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Hilda M. Porro, Registered Agent
Date: December 6, 1996