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**DANA L. HARRISON**  
CERTIFIED PUBLIC ACCOUNTANT  
500 Fifth Avenue South, Suite 506  
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MEMBER  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

FLORIDA INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

December 10, 1996

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

RECEIVED  
96 DEC 26 AM 9:15  
TALLAHASSEE, FLORIDA

Re: Incorporation  
DISTRIBUTOR'S LINK, INC.

000002027170--6  
-12/12/96--01048--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find the following:

- 1) Articles of Incorporation of DISTRIBUTOR'S LINK, INC.
- 2) Certificate designating Registered Agent.
- 3) Check for \$122.50 covering various fees.

Please forward the certified copy of the articles and assigned document number of the corporation to Dana Harrison at the above noted address. Any questions should be directed to the undersigned.

Sincerely,

Dana L. Harrison

Encl.  
DLH:lb

~~12/16/96~~ 12/26/96  
~~12/16/96~~ 12/26/96  
~~12/16/96~~ 12/26/96  
12/26/96

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MEMBER:  
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December 18, 1996

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

Re: Incorporation  
DISTRIBUTOR'S LINK, INC.

Dear Ms. Hall:

I have enclosed the Articles of Incorporation of ~~DOLPHIN~~<sup>Distributor's Link</sup>  
ENTERPRISES-OF NAPLES, INC. as we have discussed earlier this day.  
The incorporator and his partner are the same individuals that  
registered the trade mark name Distributor's Link. They operate as  
a general partnership. I have also enclosed a copy of their 1996  
Florida Intangible Tax Return that shows the incorporator and his  
partner as owners of Distributor's Link.

Please forward the certified copy of the articles and assigned  
document number of the corporation to Dana Harrison at the above  
noted address. Thank you for your assistance with this matter.

Sincerely,



Dana L. Harrison

Encl.  
DLH:lb



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 13, 1996

DANA L. HARRISON, CPA  
500 5TH AVE S, SUITE 506  
NAPLES, FL 33940

SUBJECT: DISTRIBUTOR'S LINK, INC.  
Ref. Number: W96000026310

We have received your document for DISTRIBUTOR'S LINK, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 596A00055889

**ARTICLES OF INCORPORATION**  
**OF**  
**DISTRIBUTOR'S LINK, INC.**

**FILED**  
96 DEC 26 AM 9:17  
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is DISTRIBUTOR'S LINK, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, effective upon the filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation are as follows:

Leo Coar  
4297 Corporate Square N.  
Naples, FL 34104

The initial street address of the principal office of the corporation in the State of Florida will be: 4297 Corporate Square N, Naples, FL 34104

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws.

The name and address of the initial directors of this corporation are:

Leo Coar  
4297 Corporate Square N.  
Naples, FL 34104

Maryann Marzocchi.  
4297 Corporate Square N.  
Naples, FL 34104

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

Leo Coar  
4297 Corporate Square N.  
Naples, FL 34104

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by a Board of Directors, elected by the stockholders.

ARTICLE IX - ACTION BY SHAREHOLDERS WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer and/or director or any former officers and/or directors to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The powers to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE XII - AMENDMENT

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

ARTICLE XIII - SECTION 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand this 10<sup>th</sup> day of December, 1996.


  
\_\_\_\_\_  
LEO COAR  
Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day  
or December, 1996 by LEO COAR.

IN WITNESS WHEREOF, I hereby set my hand and official seal.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



DANA L. HARRISON  
My Commission CC388048  
Expires Aug. 01, 1998  
Bonded by HAJ  
800-422-1558

Personally Known  OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

**APPOINTMENT OF RESIDENT AGENT**

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

FILED  
95 DEC 25 11 5:17  
TALLAHASSEE, FLORIDA

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

DISTRIBUTOR'S LINK, INC., a corporation under the laws of the State of Florida, with its principal office at 4297 Corporate Square N., Naples, FL 34104, has named Leo Coar as its resident agent to accept service of process within this State.

OFFICERS

<u>OFFICE</u>	<u>NAME</u>
PRESIDENT	Leo Coar
VICE-PRESIDENT	Maryann Marzocchi
TREASURER	Leo Coar
SECRETARY	Maryann Marzocchi


DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Leo Coar	4297 Corporate Square N. Naples, FL 34104
Maryann Marzocchi	4297 Corporate Square N. Naples, FL 34104

DATED: December 10, 1996.

ACCEPTANCE:

I agree as Resident Agent to accept Service of F. ess; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
Leo Coar