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TRANSMITTAL LETTER

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

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-01/10/97--01079--018
***122.50 ***122.50

SUBJECT: R. K. Distributing, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Richard Lester Kessler Jr
Name (printed or typed)

7750 NW 78 Ave #207
Address

Tamarac, Florida 33321
City, State & Zip

(954) 735-6000 Ext 3512
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

REGISTER JAN 16 1997

ARTICLES OF INCORPORATION

OF

R. K. DISTRIBUTING, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

R. K. DISTRIBUTING, INC.

The principal place of business of this corporation shall be
7750 NW 78 AVE, #207, TAMARAC, FLORIDA 33321.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful
activities or business permitted under the laws of the United States,
the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 1,500 shares of common
stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the

corporation shall be 7750 NW 78 AVE, #207, TAMARAC, FL 33321,

and the name of the initial registered agent of the corporation at

that address is RICHARD L. KESSLER, JR.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already

holds, shall have the right to purchase his pro rata share thereof at

the price which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the

corporation will file a Subchapter S corporation.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have ONE officer and ONE director, initially.

The name and street address of the initial officer and director who

shall hold office for the first year of the corporation, or until his

successor is elected or appointed are:

RICHARD L. KESSLER, JR.
Dir/Pres./Secy/Treasury
7750 NW 78 AVENUE, #207
TAMARAC, FLORIDA 33321

ARTICLE IX. SUBSCRIBERS

The name and street addresses of the subscriber to these Articles

of Incorporation is:

RICHARD L. KESSLER, JR.
7750 NW 78 AVENUE, #207
TAMARAC, FLORIDA 33321

IN WITNESS WHEREOF, the undersigned has hereto set his hand and

seal on this 7 day of Jan, 1997.

Richard Kessler Jr

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this

7 day of JANUARY, 1997, by RICHARD KESSLER

K. Tina Somers
Notary Public, State of FLORIDA at Large

My Commission Expires: _____



K TINA SOMERS
My Commission CC287813
Expires Mar 18, 1997
Huckleberry Associates Inc
800-422-1655

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-- THAT R. K. DISTRIBUTING, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE

OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

Tamarac
(CITY)

STATE OF FLA, HAS NAMED Richard L. Kessler Jr
(STATE) (NAME OF REGISTERED AGENT)

LOCATED AT 7750 NW 78 AVE # 307
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Tamarac, STATE OF FLORIDA, AS ITS AGENT

TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Richard Kessler

TITLE President

DATE 1-1-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

SIGNATURE Richard L. Kessler Jr

DATE 1/1/97