



CORPORATE EXTENSIONS, INC.

TEL (202) 332-4368 • (202) 33-AGENT

FAX (202) 639-0999

P97000013722
January 27, 1997

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: FRIENDS DISTRIBUTORS, INC.

300002082843--7
-02/10/97--01084--007
*****70.00 *****70.00

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of FRIENDS DISTRIBUTORS, INC. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,
CORPORATE EXTENSIONS, INC.

Jennifer Howard
Jennifer Howard
President

FILED
97 FEB 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A 2/12

ARTICLES OF INCORPORATION
OF
FRIENDS DISTRIBUTORS, INC.

FILED
97 FEB 10 PM 12:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the Corporation is FRIENDS DISTRIBUTORS, INC..

ARTICLE II

The principal place of business and mailing address of this corporation shall be 632 Lock Road, Deerfield Beach, FL 33442.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

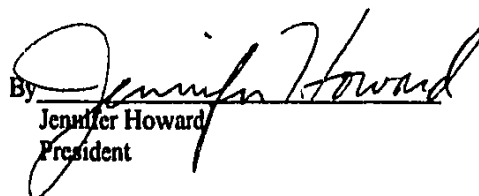
The address of the initial registered office of the Corporation is 632 Lock Road, Deerfield Beach, Florida 33442, and the name of the Corporation's initial registered agent for service of process at such address is Robert F. Bresnahan.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
CORPORATE EXTENSIONS, INC., 720 Seventh Street, N.W., Suite 304, Washington, DC 20001.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of January, 1997.

CORPORATE EXTENSIONS, INC.
720 Seventh Street, N.W., Suite 304
Washington, DC 20001

By 
Jennifer Howard
President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: FRIENDS DISTRIBUTORS, INC.
2. The name of the registered agent and office is:

Robert F. Bresnahan
632 Lock Road, Deerfield Beach, Florida 33442

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.

SIGNATURE Robert Bresnahan
DATE 2/6/97

97 FEB 10 PM 12:02
SECRETARY OF STATE
ALLAHASSEE FLORIDA

FILED