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BOCA RATON 407/304-3200  
FORT PIERCE 407/340-2800  
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SATELLITE OFFICES  
BOCA RATON  
BOYNTON BEACH/DELRAY  
FORT PIERCE  
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February 10, 1997

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

RE: Pro Tech Distributors, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation relative to the above-referenced new business entity.

Our check in the amount of \$131.25 is also enclosed, which represents the filing fee on the corporation, and certified copy of Articles together with certificate of good standing. Also enclosed please find a self-addressed, stamped envelope for your convenience in returning the documents to the undersigned.

Should you have any questions, or require any additional information, please do not hesitate to contact me.

Very truly yours,

DENNIS L. SCHAEFER

DLS/kb  
Encl.

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DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
*of*  
**PRO TECH DISTRIBUTORS, 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 this corporation is:

**PRO TECH DISTRIBUTORS, INC.**

**ARTICLE II**

**PURPOSES AND POWERS:** The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create,

issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

4. And, further to conduct any and all activities necessary to import and/or export products, merchandise and other items into and/or from United States of America.

### **ARTICLE III**

**CAPITALIZATION:** The maximum number of shares of stock this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, having a par value of ONE AND 00/XX (\$1.00) DOLLAR per share.

### **ARTICLE IV**

**INITIAL CAPITAL:** The amount of capital with which this corporation will begin business is SIX THOUSAND AND NO/100 (\$6000.00) DOLLARS.

### **ARTICLE V**

**COMMENCEMENT AND DURATION:** This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

### **ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS:** The name of this corporation shall be PRO TECH DISTRUBUTORS, INC., having its principal place of business at: 2404 Hollywood Boulevard, Hollywood, Florida, 33020.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of

Florida, as the said corporation may desire.

#### **ARTICLE VII**

**DIRECTORS:** This corporation shall have one (1) director initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than two (1).

#### **ARTICLE VIII**

**DIRECTORS:** The names and addresses of the first Board of Directors of these Articles of Incorporation are as follows:

<b>MARC JED BUROFSKY</b>	2404 Hollywood Boulevard
Director	Hollywood, FL 33020

The names and addresses of the original officers are as follows:

<b>MARC JED BUROFSKY</b>	2404 Hollywood Boulevard
Chief Executive Officer	Hollywood, FL 33020

<b>DENNIS L. SCHAEFER</b>	2404 Hollywood Blvd.
President	Hollywood, FL 33020

<b>STEVEN JAY DELL</b>	2404 Hollywood Blvd.
Vice President	Hollywood, FL 33020

#### **ARTICLE IX**

**INCORPORATOR AND SUBSCRIBER:** The Incorporators and Subscribers to all of the capital shares of the corporation are:

**DENNIS L. SCHAEFER**

#### **ARTICLE X**

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by

them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

#### ARTICLE XI

**REGISTERED AGENT:** That DENNIS L. SCHAEFER at 2404 Hollywood Boulevard, Hollywood, Florida 33020 is hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida.

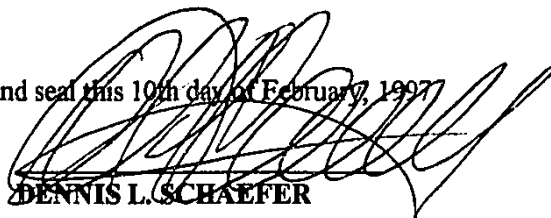
#### ACKNOWLEDGEMENT

Having been named to accept service of process for PRO TECH DISTRIBUTORS, INC., at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
**DENNIS L. SCHAEFER**  
Registered Agent

**I, THE UNDERSIGNED**, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto

set my hand and seal this 10th day of February, 1997

  
**DENNIS L. SCHAEFER**

STATE OF FLORIDA )

SS:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared DENNIS L. SCHAEFER whom is both personally known to me and who did take an oath, being by me first duly sworn, deposes and states that he is the persons described in and who executed the foregoing Articles of Incorporation, and he has they acknowledged that he executed the same freely and voluntarily for the purposes therein expressed.

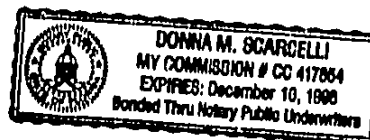
WITNESS my hand and official seal in the County and State aforesaid, this 10<sup>th</sup> day of February, 1997.

*Donna M. Scarcelli*

NOTARY PUBLIC

State of Florida

Print Name: *Donna M. Scarcelli*  
My Commission Expires:



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DIVISION OF CORPORATIONS  
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