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ACCOUNT NO. : 072100000032

REFERENCE : 271861 132254A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 25, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 271861-005

EFFECTIVE DATE

2-24-97

200002097192--3

02/25/97--01115--017

*****70.00 *****70.00

CUSTOMER NO: 132254A

CUSTOMER: Susan W. Carlson, Esq
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: INTRA-STATE DISTRIBUTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 FEB 25 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-25-97

RECEIVED
96
FEB 25 AM 10:45

ARTICLES OF INCORPORATION

OF

INTRA-STATE DISTRIBUTING, INC.

FILED

97 FEB 25 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2.24.97

ARTICLE I.
NAME

The name of this corporation is INTRA-STATE DISTRIBUTING, INC.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 12257 Oaks Lane, Seminole, Florida 33772.

ARTICLE III.
DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of February 24, 1997.

ARTICLE IV.
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.
CAPITAL STOCK

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

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are ROY C. LEONARD, 12257 Oaks Lane, Seminole, Florida 33772.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

ROY C. LEONARD
12257 Oaks Lane
Seminole, Florida 33772

CHERYL J. LEONARD
12257 Oaks Lane
Seminole, Florida 33772

ARTICLE VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Susan W. Carlson, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.
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 the shareholders is subject to this reservation.

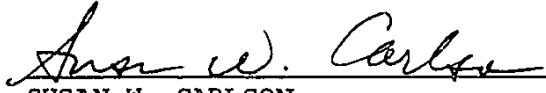
ARTICLE X.
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 24th day of February, 1997.



SUSAN W. CARLSON

INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 24th day of February, 1997.


ROY C. LEONARD

REGISTERED AGENT

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