

P97000019771

MARK STELLING
1215 Callista Avenue
Valrico, Florida 33594

February 20, 1997

State of Florida
Secretary of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Kindly find enclosed one original and one copy of the articles of incorporation, plus resident agent letters for:

DISTRIBUTORS,
M.T.S. ~~DISTRIBUTION~~, INC.

Also, enclosed is my check in the amount of \$122.50 to cover the filing fees.

Please mail the charter and papers to:

MARK STELLING
1215 Callista Avenue
Valrico, Florida 33594

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-02/26/97--01120--005
***122.50 ***122.50

Should you have any questions regarding the above, please call me at area code (813) 661-0456. If I am not in, please leave your name and telephone number and I will get back with you.

Thank you,

Sincerely,

Mark Stelling
Mark Stelling

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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97 3/4/97

CERTIFICATE OF INCORPORATION
OF
~~DISTRIBUTORS,~~
M.T.S. ~~DISTRIBUTION~~, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation shall be M.T.S. ~~DISTRIBUTION~~,
INC. *DISTRIBUTORS,*

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be 500 shares of common stock of the par value of \$1.00 per share, upon which there is no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases, or any other valuable right or thing, for the uses and purposes of the corporation, and all shares of capital, when issued in exchange therefore, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be nonassessable forever and the judgement

of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

This corporation shall begin with Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved by law.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of this corporation shall be located at 1215 Callista Avenue, Valrico, Florida 33594. The Board of Directors may from time to time, move the principal office to any other address and may establish branch offices and other places of business as may be deemed expedient.

ARTICLE VII - BOARD OF DIRECTORS

The business of this corporation shall be conducted by its Board of Directors. This corporation shall have a minimum of one director and not more than five directors.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause.

The duties and powers and function of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

ARTICLE VIII - ORIGINAL DIRECTORS

The names and address of the Directors are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|--|
| Mark Stelling | 1215 Callista Avenue Valrico, Florida 33594 |

ARTICLE IX - SUBSCRIBERS

The name and address of the subscribers to the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u># OF SHARES</u> |
|---------------|---|--------------------|
| Mark Stelling | 1215 CALLISTA AVENUE 5150 Bernard Circle Apt. 150 Valrico, Florida 33594 | 260 |

ARTICLE X

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, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firms so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any directors of this corporation who are also directors or officers of such corporation, or who are so interested may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business, both within and without the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 608 F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares set opposite my name and accordingly have hereunto set my hand and

seal this 24th day of February, 1997.

Mark Stelling (SEAL)
Mark Stelling

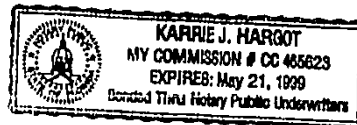
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgements in the State and County named above, personally appeared Mark Stelling, to me known and known to me to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 24th day of February 1997.

Karrie J. Hargot
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

~~DISTRIBUTORS,~~
That M.T.S. ~~DISTRIBUTION~~, INC. desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of Tampa, County
of Hillsborough, State of Florida, has named MARK STELLING, located
at 1215 Callista Avenue, VALRICO, FLORIDA 33594, County of
Hillsborough, State of Florida, as its agent to accept service of
process within this state.

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


MARK STELLING
Resident Agent

FILED
SECRETARY OF STATE
CORPORATIONS
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