

P9700026263

December 13, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

Dear Sirs,

Enclosed are my Articles of Incorporation, Statement of
Registered Agent and a check in the amount of \$122.50.

The address for my corporation is effective 1/1/97.
~~Please~~ send any correspondence prior to this date to the
following address;

~~Paradise~~ Distributors, Inc.
~~Attn:~~ Chris Yetter
~~677 W~~ Lancaster Rd
~~Orlando~~ FL 32809-5907

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-01/22/97--01050-019
****122.50 ****122.50

Thank you for your prompt attention to this matter.

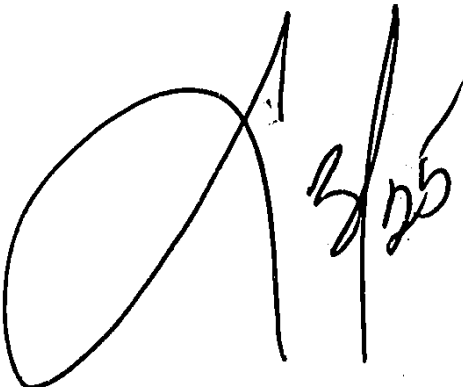
Sincerely,



Chris Yetter

97 MAR 25 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



NA-
1047-1977



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 28, 1997

PARADISE DISTRIBUTORS INC.

% CHRIS YETTER

~~827 W. LANCASTER ROAD~~

~~ORLANDO, FL 32809-5907~~

225 Ave "O" SW
WINTER HAVEN, FL 33880

SUBJECT: PARADISE DISTRIBUTORS, INC.

Ref. Number: W97000001977

We have received your document for PARADISE DISTRIBUTORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 397A00004205

**ARTICLES OF INCORPORATION
OF
PARADISE DISTRIBUTORS UNLIMITED, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, hereby for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, declare:

ARTICLE I - NAME

The name of the corporation shall be **PARADISE DISTRIBUTORS UNLIMITED, INC.**

ARTICLE II - ACTIVITY

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

ARTICLE III - MAXIMUM SHARES

The maximum shares of stock, at one dollar (\$1.00) par value, that this Corporation is authorized to have outstanding at any time is One thousand (1,000) shares, as follows:

**CHRIS YETTER
225 AVE O SW
WINTER HAVEN FL 33880**

1000 SHARES

ARTICLE IV - AMOUNT OF INITIAL CAPITAL

The capital stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lien of cash or at just valuation to be determined by the Board of Directors of this Corporation..

ARTICLE VI - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII - PRINCIPLE OFFICE

The principal office of this Corporation shall be at:

**225 AVE O SW
WINTER HAVEN FL 33880**

ARTICLE VIII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until his successor is elected and shall be duly qualified, is:

**CHRIS YETTER.....President
225 AVE O SW
WINTER HAVEN FL 33880**

ARTICLE IX - SHAREHOLDERS

The names and post office addresses of each shareholder to the certificate of incorporation are as follows:

**CHRIS YETTER
225 AVE O SW
WINTER HAVEN FL 33880**

ARTICLE X - INCORPORATORS

The names and post office addresses of each incorporator to the certificate of incorporation are as follows:

**CHRIS YETTER
225 AVE O SW
WINTER HAVEN FL 33880**

ARTICLE XI - LIMITATIONS OF CORPORATE STOCK

Limitations of Corporate Stock: No shareholder of this Corporation may sell or transfer stock in this corporation except to another individual who is eligible to be a stockholder in the Corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for that purpose by not less than a majority of the outstanding stock and such stockholders voting at such meeting shall have first option to purchase the shares from the selling shareholders; the shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XII - FURTHER RIGHTS

The Corporation shall have the further right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than stock book, or any of them, shall be open to the inspection of the stockholders. No stockholder shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute. Both stockholders and Directors shall have the power, if the By-laws so provide, to hold their respective meetings and to have one or more officers, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the Statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

ARTICLE XII - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the internal revenue code of 1986, as amended.

I, the undersigned, being the incorporator named for the purpose of forming a Corporation for profit to do business both within and out of the State of Florida, do hereby make, subscribe and acknowledge having filed this Certificate hereby declaring and certifying that the facts herein stated are true, and to respectively agree to abide by the articles as herein stated.

WINTER HAVEN, POLK
Subscribed at ~~Orlando~~, ~~Orange~~ County, Florida, this 20th
day of MARCH 1997

Chris Yetter
CHRIS YETTER

STATE OF FLORIDA }
 POLK } SS.
COUNTY OF ~~ORANGE~~ }

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared **CHRIS YETTER** who, after showing FL. DR. LIC Y360-110-67-84 as identity and being duly sworn by me, deposes and says she signed the above foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Orlando, ~~Orange~~ *POLK*
County, Florida, This 20th day of MARCH 1997.



Carolyn Edmonson
Notary Public, State of Florida

**CERTIFICATE DESIGNATING CHANGE OF
PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA**

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

That **PARADISE DISTRIBUTORS UNLIMITED, INC.** is qualified to do business under the laws of the State of Florida, with its principal office at;
225 AVE O SW, WINTER HAVEN, FLORIDA, 33880
and has appointed **CHRIS YETTER** at the same principal office address as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the 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.

Chris Yetter

**CHRIS YETTER
REGISTERED AGENT**

FILED
97 MAR 25 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA