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MICHAEL J. PRESUTTI

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March 20, 1997

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

RE: ESSEX DISTRIBUTING, INC.

FILED  
97 MAR 26 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To The Clerk:

Enclosed please find the original and one copy of The Articles Of Incorporation for the above-captioned proposed Florida corporation.

Also enclosed is a check in the amount of \$122.50 for the following:

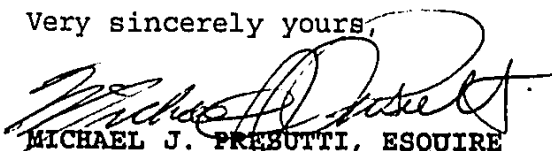
Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	52.50

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TOTAL	\$122.50
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Please file the Articles of Incorporation and forward the certified copy to this office.

Very sincerely yours,

  
MICHAEL J. PRESUTTI, ESQUIRE  
MJP/arp  
Enclosures (as stated)

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-03/26/97--01067--013  
\*\*\*122.50 \*\*\*122.50

PA  
3/28/97

ARTICLES OF INCORPORATION  
OF  
ESSEX DISTRIBUTING, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE - NAME

The name of the Corporation is **Essex Distributing, Inc.** Its business location shall be 2525 Dovetail Drive, Ocoee, Florida 34761.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business or any other activity permitted under the law of the State of Florida and the United States of America.

ARTICLE IV - STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is 7,000, all which shall be common shares with a par value of \$1.00 per share.

ARTICLE V - STATED CAPITAL

The amount of stated capital with which the Corporation will begin business is One Thousand Dollars.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation by action of its Board of Directors, may purchase its own shares at any time and from time to time to the extent permitted by law.

**ARTICLE VII - REGISTERED OFFICE AND AGENT**

The registered office of the Corporation shall be located at 2525 Dovetail Drive, Ocoee, Florida 34761, and the name of the registered agent is Garry Kenny. The principal office shall be located at 2525 Dovetail Drive, Ocoee, Florida 34761.

**ARTICLE VIII - DIRECTORS**

The initial Board of Directors and Officers shall consist of two members, who need not be residents of the State of Florida or a shareholder of the Corporation. The number of directors may be changed from time to time by a majority vote of the shareholders.

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

Garry Kenny  
2525 Dovetail Drive  
Ocoee, Florida 34761

Deborah L. Kenny  
2525 Dovetail Drive  
Ocoee, Florida 34761

**ARTICLE IX - INCORPORATORS**

The name and address of the initial incorporators are as follows:

Garry Kenny  
2525 Dovetail Drive  
Ocoee, Florida 34761

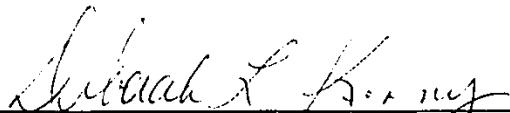
Deborah L. Kenny  
2525 Dovetail Drive  
Ocoee, Florida 34761

**ARTICLE X - AMENDMENTS**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Winter Park, Florida on the \_\_\_ day of March, 1997.

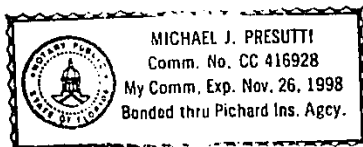
  
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GARRY KENNY - INCORPORATOR

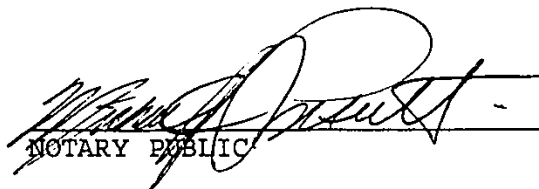
  
DEBORAH L. KENNY - INCORPORATOR

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared Garry Kenny and Deborah L. Kenny, to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Winter Park, Orange County, Florida, this 20 day of March, 1997.



  
NOTARY PUBLIC

#### ACCEPTANCE AS REGISTERED AGENT

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.

Date: March 20, 1997

  
GARRY KENNY

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