

P970000314B3 *Sancl*

CONSENT TO SERVE AS REGISTERED AGENT
FOR

Donro Distributors, Inc.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

3-10-97

Nicole F. Ehart

Signature of Registered Agent, Nicole F. Ehart

5910 NE 22nd Avenue

FT LAUDERDALE, FL 33308

FILED
97 APR -7 AM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Donro Distributors, Inc.

[ONE CLASS OF STOCK]

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

ARTICLE I

The name of the corporation shall be Donro Distributors,

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

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ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

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The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall

consist of [2] directors whose name and addresses are as follows:

Donna Perrite, 5910 NE 22nd Ave, Ft Lauderdale, FL 33308 *DR*
Robert N. Kaplan, 5910 NE 22nd Avenue, Ft Lauderdale, FL 33308

ARTICLE X

The initial registered agent of the corporation is Nicole F. Ehart. The street address of the corporation's initial registered office is 800 NE 14th Avenue, Ft. Lauderdale, FL 33304.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 5910 NE 22nd Ave, Ft Lauderdale FL 33308 *DR*

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Nicole F. Ehart, 800 NE 14th Avenue, Ft. Lauderdale, FL 33304.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of March, 1997.

Nicole F. Ehart 3-10-97

Nicole F. Ehart, Incorporator

Donro Distributors, Inc.

SUBSCRIPTION TO COMMON SHARES

The undersigned hereby subscribes for 1000 common shares in a corporation to be organized under the laws of the State of Florida, to be known as Donro Distributors, Inc., and agrees to pay for said shares in cash in the amount of \$10.00 upon acceptance by the directors of said corporation of this subscription and call for payment thereof. Certificates for said common shares shall be issued to the undersigned, in a manner designated by the corporation, as fully paid and non-assessable.

Date: 3/29/97

Donna Perrele
SIGNATURE OF SUBSCRIBER

Donna Perrele
PRINTED NAME OF SUBSCRIBER

5910 NE 22nd Ave
STREET ADDRESS

Ft. Lauderdale FL 33308
CITY STATE ZIP

SIGNATURE OF SPOUSE
(if purchasing jointly)

PRINTED NAME OF SPOUSE
(if applicable)

ACCEPTED BY:
Donro Distributors, Inc.
a Florida corporation

by: Donna Perrele President
[OFFICER'S NAME & TITLE]

Date: 3-29-97

CONSENT OF INCORPORATORS

The undersigned, being all of the incorporators of Donro Distributors, Inc.. do hereby consent to the following persons being elected as the initial directors of Donro Distributors, Inc.:

Donna Perrite, 5910 NE 22nd Avenue, Ft Lauderdale FL 33308
Robert N. Kaplan, 5910 NE 22nd Avenue, Ft Lauderdale FL 33308

A meeting of the initial directors is hereby called for at 4:00 P.M. EST on April 15th, 1997 at 5910 NE 22nd Avenue, Ft Lauderdale FL 33308 to complete the organization of the corporation.

Nicole F. Ehart JBN#19088
Nicole F. Ehart, Incorporator

3-10-97

Date

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TALLAHASSEE, FLORIDA