

797000039439

DALE G. WESTLING, SR.
ATTORNEY AND COUNSELOR AT LAW

331 EAST UNION STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 356-2341
TELEFAX (904) 354-3453

April 9, 1997

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

500002140585--2
-04/11/97--01003--012
****122.50 ****122.50

Re: Southeast Distributors, Inc.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the Service of Process, Naming Agent Upon Whom Process May be Served with respect to the above-referenced corporation. You will also find enclosed my check in the amount of \$122.50 with represents the following fees:

\$35.00	Filing Fee
\$52.50	Certified copy of Articles
\$35.00	Registered Agent fee

If you have any questions, please do not hesitate to contact my office.

Sincerely,


Dale G. Westling, Sr.

Colleen
DGWsr/clr
Enclosures

W97-8590

FILED
97 MAY -2 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED MAY 12 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1997

DALE G. WESTLING, SR.
331 EAST UNION STREET
JACKSONVILLE, FL 32202

SUBJECT: SOUTHEAST DISTRIBUTORS, INC.
Ref. Number: W97000008590

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 697A00018661

DALE G. WESTLING, SR.
ATTORNEY AND COUNSELOR AT LAW

331 EAST UNION STREET
JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 356-2341
TELEFAX (904) 354-3453

April 29, 1997

Florida Department of State
Division of Corporations
Attention: Teresa Brown
Post Office Box 6327
Tallahassee, Florida 32314

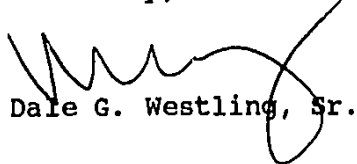
RE: Southeast Distributing, Inc.

Dear Gentlemen:

Enclosed you will find our Articles of Incorporation for Southeast Distributing, Inc.. We had originally filed a request for the incorporation of Southeast Distributors, Inc.. In letter number 697A00018661, however, you informed us (through Teresa Brown) that the corporate name was not available. However, our check was never returned. Please locate that check, void the check, and return it to us as soon as possible.

Your expeditious handling of this request and the incorporation of Southeast Distributing, Inc. would be greatly appreciated.

Sincerely,



Dale G. Westling, Sr.

DGWSr/clr

ARTICLES OF INCORPORATION
OF
SOUTHEAST DISTRIBUTING, INC.

FILED
97 MAY -2 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned signator of these Articles of Incorporation, competent to contract, does hereby make declaration to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Southeast Distributing, Inc..

ARTICLE II. OBJECTIVES AND POWERS

This corporation is formed for the purpose of conducting a business relative to the sale and manufacture of specialty articles in home construction.

However, the foregoing shall in no way limit the corporation from engaging in any activity or business permitted under the laws of the United States and of this State, and shall include the power to:

1. Make and enter into all contracts necessary and proper for the conduct of its business.
2. Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several states, territories, possessions and dependencies, of the United States, and the District of Columbia, and in foreign

countries; purchase the corporate assets of any other corporation and engage in the same character of business; acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein; take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

3. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation in this State or any state or government; while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock; purchase hold, sell and transfer shares of its own capital stock, provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted, directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

4. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation.

5. Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences or indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the officers deem expedient.

ARTICLE III. STOCK

The maximum number of shares that this corporation shall have outstanding at any one time is 1,000.00 shares of common stock having a par value of \$1.00.

ARTICLE IV. CAPITAL

The amount of capital with which the corporation shall begin business shall be less than \$500.00.

ARTICLE V. TERMS OF EXISTENCE

The life of this corporation shall be perpetual.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 5151-14 Sunbeam Road, Jacksonville, Florida 32257.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors, and shall be run as a close corporation pursuant to the provisions of Chapter 607, Florida Statutes, applicable thereto, by said Board. The

Board shall serve a term of one (1) year and be elected at an annual stockholders meeting to be called by the President. The initial Board shall be:

Wiley McIlrath

**Address: 5151-14 Sunbeam Road
Jacksonville, Florida 32257**

Mitchell R. Montgomery

**Address: 5151-14 Sunbeam Road
Jacksonville, Florida 32257**

Lockwood P. Holmes

**Address: 5151-14 Sunbeam Road
Jacksonville, Florida 32257**

James W. Granger, Jr.

**Address: 5151-14 Sunbeam Road
Jacksonville, Florida 32257**

ARTICLE VIII. INITIAL OFFICERS

The name and post office addresses of the first officers of the corporation who shall hold office until their successors are elected or appointed are:

Wiley McIlrath / President

**Address: 5151-14 Sunbeam Road
Jacksonville, Florida 32257**

Mitchell R. Montgomery / Vice President

**Address: 5151-14 Sunbeam Road
Jacksonville, Florida 32257**

James W. Granger, Jr. / Secretary - Treasurer

**Address: 5151-14 Sunbeam Road
Jacksonville, Florida 32257**

ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber of the Articles of Incorporation is:

Wiley McIlrath

**5151-14 Sunbeam Road
Jacksonville, Florida 32257**

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in a manner as hereinafter provided by law. Every amendment shall be approved by the stockholders at a regular meeting by a majority of the stock entitled to vote thereof, unless all the stockholders sign a written statement manifesting their intent that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI. REGISTERED AGENT

The name and post office address of the registered agent of the corporation to accept service of process within the State is:

<u>Name</u>	<u>Address</u>
Dale G. Westling, Sr. Attorney at Law	331 East Union Street Jacksonville, FL 32202

IT WITNESS WHEREOF, the undersigned subscriber of these Articles of Incorporation has hereunto set his hand and seal this 28TH day of April, 1997.

Wiley L. McIlrath
Wiley McIlrath

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation was acknowledged before me this 28th day of April, 1997, by Wiley McIlrath, who is personally known to me or who has produced as identification, and who did take an oath.

Colleen L. Rowzee
NOTARY PUBLIC, State of Florida



COLLEEN L. ROWZEE
My Commission CC344638
Expires Jan. 27, 1998

Typed, stamped or printed name of Notary

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in the body of the above

Articles of Incorporation, I hereby accept to act in this capacity
and agree to comply with the provisions of said office.


DALE G. WESTLING, SR., ESQUIRE

FILED
97 MAY -2 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA