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5/06/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: LOCAL & WESTERN DISTRIBUTORS OF FLORIDA, INC
AUDIT NUMBER.....H97000007445
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ARTICLES OF INCORPORATION

OF

LOCAL & WESTERN DISTRIBUTORS OF FLORIDA, INC.

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

ARTICLE I NAME

The name of the corporation shall be: Local & Western Distributors of Florida, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2707 West Highway 44, P.O. Box 97, Eustis, Florida 32726.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mark A. Nacke
2707 West Highway 44
Eustis, Florida

ARTICLE V PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VI INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Gregory A. Nacke
2707 West Highway 44
Eustis, Florida

Mark A. Nacke
2707 West Highway 44
Eustis, Florida


Prepared by: Mark Nacke, Esq.
19038 Lake Swatara Dr.
Eustis, FL 32736
(952) 337-7063
FBN. 384597

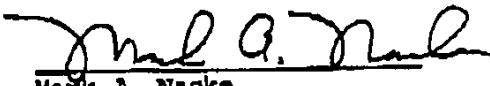
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The undersigned incorporators have executed these Articles of
Incorporation this 6th day of May, 1997.


Gregory A. Nacke


Mark A. Nacke

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Local & Western Distributors of Florida, Inc.

2. The name and address of the registered agent and office is: Mark A. Nacke, 2707 West Highway 44, P.O. Box 97, Eustis, Florida 32726.

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.


Mark A. Nacke

Date: 5-6-97

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