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SEILER & SAUTTER

ATTORNEYS AND COUNSELORS AT LAW
Suite 200
2900 East Oakland Park Boulevard
Fort Lauderdale, Florida 33306

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 AM 10:38

*C. Christian Sautter, Esquire**
John P. Seiler, Esquire

Richard J. Zaden, Esquire
Of Counsel

* Also admitted in Texas

Telephone (954) 568-2122
Telecopier (954) 568-2152

May 9, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: New Filing

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-05/12/97--01039--010
***122.50 ***122.50

Re: Articles of Incorporation for E & D Distributors, Inc., a Florida corporation.
Our file no. 9167

Dear Ladies and/or Gentlemen:

Enclosed are two (2) originals of the Articles of Incorporation and Designation of Registered Agent pertaining to the above referenced corporation. Upon completion of filing of said corporation, please forward a certified copy of same to the undersigned in the self-addressed stamped envelope provided herein. Also enclosed is my remittance no. 5255 in the amount of \$122.50 to cover cost of same.

Thank your for your attention and cooperation in this matter.

Very truly yours,

SEILER & SAUTTER


C. Christian Sautter, Esq.

encls.
9222/1000/L1002

: BROWN MAY 15 1997

**ARTICLES OF INCORPORATION
OF
E & D DISTRIBUTORS, INC.**

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Article I

Name

The name of the corporation is: **E & D DISTRIBUTORS, INC.**

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

**10230 Brookville Drive
Boca Raton, Florida 33428**

Article V

Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: **2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306**, and the name of the initial registered agent of this corporation at the address is: **C. Christian Sautter, Esq.**

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: Two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Edward K. Begley	10230 Brookville Drive Boca Raton, Florida 33428
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Martin Begley	7534 Granville Drive Tamarac, Florida 33321
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Article VIII

Incorporators

The name and address of the person signing these Articles is:

C. Christian Sautter, Esq. of 2900 East Oakland Park Boulevard, Suite 200, Fort Lauderdale, Florida 33306.

Article IX

Powers

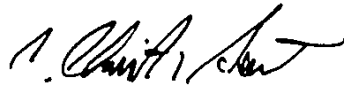
This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 9, 1997.



C. Christian Sautter, Esq. Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 12 AM 10:38

Pursuant to the provisions of section 607.0501, 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: **E & D Distributors, Inc.**
2. The name and address of the registered agent and office is:

C. Christian Sautter, Esq.
2900 East Oakland Park Boulevard
Suite 200
Fort Lauderdale, Florida 33306

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.


C. Christian Sautter, Esq.

Date: May 9, 1997