

FRANK C. AMATEA  
LAWYER

(050) 732-4740  
FAX (050) 667-5111

FILED  
SECRETARY OF STATE  
97 MAY 27 PM 2:26  
500 N. E. EIGHTH AVENUE  
OCALA, FLORIDA 34470

May 23, 1997

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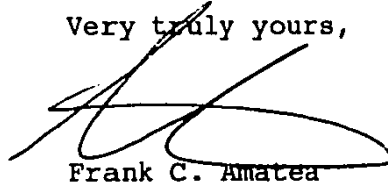
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: All American Distributing, Inc.

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation for the subject corporation together with my check for the \$70.00 filing fee. We do not need a certified copy.

Very truly yours,



Frank C. Amatea

FCA:ejm  
Enclosures

cc: Mr. Charles C. Earnest, Jr.

RP  
5-29-97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
ALL AMERICAN DISTRIBUTING, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I. NAME**

The name of the corporation is:

**ALL AMERICAN DISTRIBUTING, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

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

500 N. E. Eighth Avenue  
Ocala, FL 34470

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares.

**ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Frank C. Amatea  
500 N. E. Eighth Avenue  
Ocala, FL 34470

**ARTICLE V. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Charles C. Earnest, Jr.  
3401 SE 95th Street  
Ocala, FL 34480

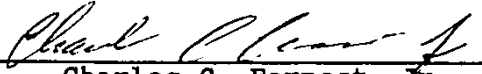
**ARTICLE VI. DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE VII. PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of Florida.

The undersigned has executed these Articles of Incorporation this 23 day of May, 1997.

  
Charles C. Earnest, Jr.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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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:

ALL AMERICAN DISTRIBUTING, INC.

2. The name and address of the registered agent and office is:

Frank C. Amatea  
500 N. E. Eighth Avenue  
Ocala, FL 34470

SIGNATURE: Charles C. Earnest, Jr.  
Charles C. Earnest, Jr.  
TITLE: Incorporator  
DATE: May 23, 1997

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.

SIGNATURE: Frank C. Amatea  
Frank C. Amatea  
DATE: May 23, 1997