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Secretary of State
State of Florida
Tallahassee, Florida

To Whom This May Concern:

Re: BEHRS DISTRIBUTION, INC.

Enclosed are the applications for Articles of Incorporation on the above named. Also enclosed is our check for \$70.00 for filing same, should you have any questions with reference to filing the aforementioned, please feel free to contact our office.

Thank you for your assistance.

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-05/27/97--01058--003
*****70.00 *****70.00

Sincerely,

Stella Ehnle
Oak Park Accounting
773 W. LUMSDEN ROAD
BRANDON, FL. 33511
(813) 685-8700

FILED
97 MAY 27 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-nc 5/28/97

ARTICLES OF INCORPORATION

OF
BEHRS DISTRIBUTION, INC

The undersigned subscriber to these articles of incorporation, natural persons competent to contract, hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I

1.01 The name of the Corporation is Behrs Distribution,

ARTICLE II

(Nature of Business)

2.01 The corporation may engage in any activity or business that is permitted under the laws of The United States of America and of this state.

ARTICLE III

(Capital Stock)

3.01 The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is One Hundred (100) shares of common stock having nominal or par value of One Dollar (\$1.00) per share. Said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the stockholders at a meeting called for that purpose.

ARTICLE IV

(Capital)

4.01 The amount of capital with which this corporation shall begin is One Hundred Dollars (\$100.00).

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ARTICLE V

(Corporate Existence)

5.02 Commencement - The date when corporate existence shall commence shall be is June 1, 1997.

5.02 Duration - This corporation perpetually until dissolved according to law.

ARTICLE VI

(Principal Office)

6.01 Principal Office - The post office address of the principal office of this corporation in the State of Florida is 124 Thrasher Road, Plant City, FL. 33566.

6.02 Relocation - The stockholders may, from time to time move the location of the principal office to any other address in the State of Fla.

ARTICLE VII

(Number of Directors)

7.01 The number of directors of this corporation shall not be less than one (1). The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

(Name & Address of the Board of Directors & Incorporators)

8.01 Designation - The name, post office addresses & street addresses of the first Board of Directors who shall serve until the first annual meeting or until their successors shall have been elected and qualified are:

NAME	ADDRESS	OFFICE
DONALD J. BEHR	124 THRASHER ROAD, PLANT CITY, FL.	PRESIDENT
TAMMY D. BEHR	124 THRASHER ROAD, PLANT CITY, FL.	SECY-TREAS

Executed by the undersigned at Hillsborough County Florida,

On this 21 day of May 1997.

Donald J. Behr

DONALD J. BEHR

Tammy D. Behr

TAMMY D. BEHR

Stella B. Ehle

Witness

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

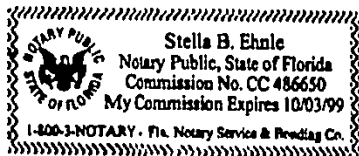
On this 21 day of May 1997 before me, an officer duly authorized to take acknowledgments, personally appeared,

DONALD J. BEHR

TAMMY D. BEHR

known to me to be the persons whose name is subscribed to the foregoing Articles of Incorporation, and the acknowledge to me that they executed the same for the purpose therein contained.

21 IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of May 1997.



Stella B. Ehle
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires 10/3/99

CERTIFIED DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT to section 48.091, Florida Statutes, the following is
submitted:

FIRST:

desire to organize as a corporation under the laws of the State of Florida
hereby names STELLA EHNLE as it's agent to accept the service of process
within this state, and hereby designates 773 W.Lumsden Rd. Brandon, Florida
33511 as the street address of this office for service of process within
State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation at the place designated in this Certificate, I hereby agree to
act in this capacity, and agree to comply with the provisions of Section
48.091 relative to keeping open said office.

BY: Stella Ehnle
STELLA EHNLE

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TALLAHASSEE, FLORIDA