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ACCOUNT NO. : 072100000032

REFERENCE : 431352 92867A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 17, 1997

ORDER TIME : 12:31 PM

ORDER NO. : 431352-005

CUSTOMER NO. : 92867A

CUSTOMER: Steven M. Auerbacher, Esq
STEVEN M. AUERBACHER, ESQ

Suite 401
5200 Town Center Circle
Boca Raton, FL 33486

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-06/17/97--01075-002
****122.50 ****122.50

DOMESTIC FILING

NAME: PLANET GOODSTUFF DISTRIBUTION
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
97 JUN 17 PM 2:08
DIVISION OF CORPORATION

RAF

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84 JUN 17 1997

WFLA 14208



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: PLANET GOODSTUFF DISTRIBUTION CORP.
Ref. Number: W97000014205

RESUBMIT

Please give original
submission date as file date.

We have received your document for PLANET GOODSTUFF DISTRIBUTION CORP. 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 REGISTERED AGENT LISTED IN YOUR ARTICLES OF INCORPORATION MUST BE CONSISTENT THROUGHOUT THE DOCUMENT.,

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A000324

DIVISION OF CORPORATIONS

97 JUN 19 AM 10:02

RECEIVED

**ARTICLES OF INCORPORATION
OF
PLANET GOODSTUFF DISTRIBUTION CORP.**

FILED
97 JUN 17 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the incorporators of a corporation under the Florida Corporation Act, Chapter 607 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: Planet GoodStuff Distribution Corp.

ARTICLE II

The purpose or purposes for which this corporation is organized are:

- a. Sale, rental and distribution of equipment, appliances, machinery and general merchandise.
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.
- c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

e. To such extent as a corporation organized under the Florida Business Corporation Act may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Act of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE III - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 per value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE IV - AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE V - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rate share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations', shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article V pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation

ARTICLE VI - LIMITATION ON TRANSFER OF STOCK
OFFER OF FIRST REFUSAL TO OTHER SHAREHOLDERS

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the bylaws of the Corporation or by separate shareholder agreement.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's principal office is: 8495 Twin Lake Drive, Boca Raton, Florida 33496. The street address of this corporation's initial registered office in Florida is: 5200 Town Center Circle, Suite 401, Boca Raton, Florida 33486, and the name of the initial registered agent of this corporation at that address is: Steven M. Auerbacher, PA.

ARTICLE VIII - DIRECTORS

The number of directors of the corporation from time to time shall be set forth in the By-Laws. The number of directors constituting the initial Board of Directors of this corporation is One (1). The name and address of the persons to serve as initial directors until the first annual meeting of the Shareholders, or until their respective successor is elected and qualified, is:

Name/Address:	Stephen D. Williams 8495 Twin Lake Drive Boca Raton, Florida 33496
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ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

Name/Address:	Stephen D. Williams 8495 Twin Lake Drive Boca Raton, Florida 33496
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(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent of such interest director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 15 day of JUNE 1997.

PLANET GOODSTUFF DISTRIBUTION CORP.


Stephen D. Williams
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, **Stephen D. Williams**, personally known to me, and who did take an oath to be the person described in and who executed the foregoing, and he acknowledged before me that he executed the same freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal this 16 day of JUNE, 1997.

NOTARY PUBLIC

Sign:



Print:

LYNN M. HAHN

State of FLORIDA at Large [SEAL]

My Commission Expires:



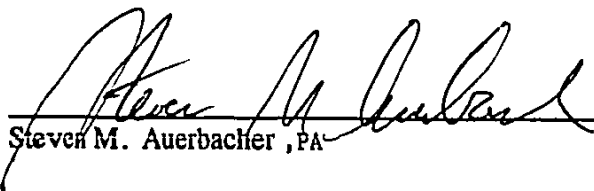
Lynn M. Hahn
My Commission C0623321
Expires February 18, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to Section 481.091 (1) and 607.034, Florida Statutes:
Planet GoodStuff Distribution Corp. desiring to organize under the laws of the State of
Florida, being in Palm Beach County, at Boca Raton, Florida 33496, does hereby name
Steven M. Auerbacher, PA, as its initial registered agent to accept service of process within
this State at 5200 Town Center Circle, Suite 401, Boca Raton, Florida 33486.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the initial
registered office of the corporation in this State, I hereby accept to act in this capacity and agree to
comply with the provisions of said statute relative to keeping the registered office of the corporation
open from 10:00 a.m to noon each day except Saturdays, Sundays and legal holidays, and to post
therein a sign indicating the name of the corporation and the name of the registered agent.


Steven M. Auerbacher, PA

Dated this 16 day of June 1997.

TALLAHASSEE, FLORIDA

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