



THE UNITED STATES  
CORPORATION  
COMPANY

P97000056649

ACCOUNT NO. : 072100000032

REFERENCE : 441323 4813437

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 25, 1997

ORDER TIME : 11:45 AM

ORDER NO. : 441323-005

CUSTOMER NO: 4813437

500002223285--9

CUSTOMER: Ms. Charlotte Coury  
RICHARD H. ROTH, P.A.

1500 East Atlantic Boulevard

Pompano Beach, FL 33060

DOMESTIC FILING

NAME: VIP DISTRIBUTION, INC.

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 JUN 25 AM 9:51  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
97 JUN 25 PM 2:54  
DIVISION OF CORPORATION

W97-14856  
00634

JUN 25 1997



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

June 25, 1997

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

SUBJECT: VIP DISTRIBUTION, INC.  
Ref. Number: W97000014856

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for VIP DISTRIBUTION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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: 097A00033719

RECEIVED  
97 JUN 26 PM 2:45  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
VIP DISTRIBUTION, INC.

FILED  
97 JUN 25 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

VIP DISTRIBUTION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:  
to conduct any and all other lawful business as may be authorized  
under the laws of the State of Florida, the United States of  
America or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of Ten  
Dollar (\$10.00) par value common stock.

ARTICLE V - RELATIVE RIGHTS OF SHARES  
OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the common shares shall be entitled  
to cash dividends when and as declared by the Board of Directors  
in the amount per share and at the time and in the manner  
determined by the Board of Directors.

Section 2. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation,  
dissolution, or winding up of this corporation, the remaining  
assets of this corporation shall be payable to and distributed  
ratably among the holders of record of the common shares.

Section 3. Voting rights.

Except as otherwise provided by law, the entire voting

ARTICLE VI - INITIAL REGISTERED OFFICE  
AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 1500 E. Atlantic Boulevard, Pompano Beach, Florida 33060, and the name of the initial Registered Agent of this corporation at that address is: RICHARD H. ROTH. The principal address shall be the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial Directors of this corporation are:

Richard H. Roth Pres./Dir.	1500 E. Atlantic Blvd. Pompano Beach, Florida 33060
Charlotte Coury V. Pres./Sec./Dir.	1500 E. Atlantic Blvd. Pompano Beach, Florida 33060
Randall R. Shenk Treas./Dir.	6801 Lake Worth Rd., Ste. 324 West Palm Beach, FL 33467

ARTICLE VIII - INCORPORATOR

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

Richard H. Roth	1500 E. Atlantic Blvd. Pompano Beach, Florida 33060
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ARTICLE IX - SHAREHOLDER QUORUM  
AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS  
REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any

ARTICLE XI- MANAGEMENT OF CORPORATION  
BY SHAREHOLDERS

All of the powers of the corporation shall be exercised by and under the authority of, and the business affairs of this corporation shall be managed under the direction of, the Board of Directors of the corporation but upon majority vote of the stockholders of the corporation all of the same may be run by and under the direct control of the stockholders in lieu of a Board of Directors.

ARTICLE XII - POWERS

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

ARTICLE XIII - ACTION BY DIRECTORS  
WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

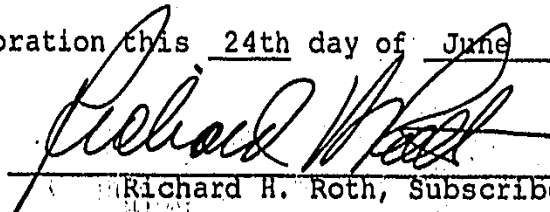
ARTICLE XIV - INDEMNIFICATION

The corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of June, 1997.

  
Richard H. Roth, Subscriber

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this  
24th day of June, 1997, by RICHARD H. ROTH  
who is personally known to me, or, if not,  
produced the following form of identification: \_\_\_\_\_  
\_\_\_\_\_.

Notary Public

Sign: Charlotte Coury

Print: \_\_\_\_\_  
Charlotte Coury  
MY COMMISSION # CC517082 EXPIRES  
December 20, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires:  
My commission number:

ACCEPTANCE OF REGISTERED AGENT

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 I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Richard H. Roth  
Richard H. Roth, Resident Agent

Dated: June 24, 1997

FILED  
97 JUN 25 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA