

P. 970000 71313



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 499656 80575A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 18, 1997

ORDER TIME : 10:15 AM

ORDER NO. : 499656-005

CUSTOMER NO: 80575A

000002269490--S
-08/18/97--01061--002
****122.50 ****122.50

CUSTOMER: Martha S. Warchol, Esq
COTTRELL WARCHOL MERCHANT
HELDRETH & PARSONS
P. O. Box 767

Cape Coral, FL 33910

DOMESTIC FILING

NAME: ALGER DISTRIBUTORS, 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: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 AUG 18 PM 12:24
STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 18 AM 11:32

SN AUG 18 1997

8

ARTICLES OF INCORPORATION
OF

FILED

97 AUG 18 PM 12:24

ALGER DISTRIBUTORS, INC. TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be ALGER DISTRIBUTORS, INC.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of \$10.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The mailing address of the corporation shall be 516 S.E. 47th Terrace, Unit 2, the City of Cape Coral, County of Lee, in the State of Florida 33904. The location of the corporation is in Cape Coral, Lee County, Florida. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) nor more than three (3) directors, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of 2 members, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

ALFRED PARALDI, 101 S.W. 51st St., Cape Coral, FL. 33914

GERALDINE PARALDI, 101 S.W. 51st St., Cape Coral, FL. 33914

Article VIII

The Officers by whom the business of said corporation shall be

conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

ALFRED PARALDI, PRESIDENT, 516 S.E. 47th Terrace, Cape Coral, Florida 33904

GERALDINE PARALDI, SECRETARY/TREASURER, 516 S.E. 47th Terrace, Cape Coral, Florida 33904

Article IX

The name and post office address of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

ALFRED PARALDI & GERALDINE PARALDI - 100 SHARES, 101 S.W. 51st Street, Cape Coral, Florida 33914

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 516 S.E. 47th Terrace, Unit 2, Cape Coral, Florida 33904, and the name of the initial registered agent of this corporation at that address is ALFRED PARALDI.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him or her in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having

been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he or she finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his or her duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he or she may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

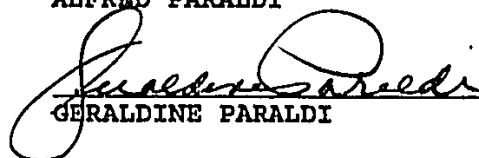
Article XVI

A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the

vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, Florida, this 14th day of August, 1997.


ALFRED PARALDI (Seal)

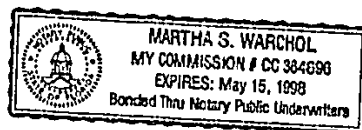

GERALDINE PARALDI (Seal)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 14th day of August, 1997 by **ALFRED PARALDI** and **GERALDINE PARALDI**, who are personally known to me or who have produced as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certify and acknowledges that they made and executed said certificate for the use and purposes therein expressed.

Martha S Warchol
Print Name: MARTHA S. WARCHOL
Notary Public

My commission expires:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First That ALGER DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named ALFRED PARALDI, located at 516 S.E. 47th Terrace, Unit 2, City of Cape Coral, County of Lee, State of Florida 33904, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

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

By:



ALFRED PARALDI, Registered Agent

FILED IN FLORIDA, INC.

FILED
97 AUG 18 PM 12:24
STATE
TALLAHASSEE, FLORIDA