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Roemy Waisman

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August 29, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: RFS Distributing, Inc.

Dear Sir:

Enclosed for filing please find the original Articles of Incorporation of RFS Distributing, Inc., together with an additional executed copy thereof for certification. Also included herein is a check in the amount of \$122.50 for the filing fee (\$35.00), Registered Agent fee (\$35.00) and certified copy fee (\$52.50).

Please return the certificate of filing and certified copy of the Articles of Incorporation to my office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

Roemy Waisman

ROEMY WAISMAN
RW/rl
Enclosures

FILED
97 SEP -2 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 9/1/97

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RFS DISTRIBUTING, INC.

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is RFS DISTRIBUTING, INC.

ARTICLE II

The corporation shall exist perpetually commencing upon the filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the corporation is 320 Bay Meadow Road, Longwood, Florida 32750; the mailing address is Post Office Box 950011, Lake Mary, Florida 32795.

ARTICLE IV

The maximum number of shares this corporation is authorized to issue is one thousand (1,000), all of which shall be common shares.

ARTICLE V

The initial street address of the corporation's registered office is 320 Bay Meadow Road, Longwood, Florida 32750. The initial

registered agent for the corporation at that address is ROBERT F. SPERTI.

ARTICLE VI

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VII

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

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| ROBERT F. SPERTI | 320 Bay Meadow Road Longwood, Florida 32750 |

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of August, 1997.


ROBERT F. SPERTI

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RFS DISTRIBUTING, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F. S. 607.0501 (3).

DATE:

8/29/97


ROBERT F. SPERTI

FILED

97 SEP -2 AM 11:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA