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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 AM 10: 30

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-09/02/97--01135--004
*****70.00 *****70.00

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Fl. 32314

Re: Request for Incorporation o/b/o P & S Distributors, Inc.

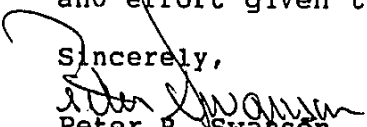
Dear Division of Corporations:

Enclosed kindly find the Articles of Incorporation for
P & S Distributors, Inc. along with a check for the
associated fees and designation of registered agent.

Also enclosed herewith is a photocopy of the Articles. Kindly
return same with the filing date stamped on it in the pre-paid
self-addressed envelope provided.

May I take this opportunity to thank you for both your time
and effort given to this matter.

Sincerely,


Peter R. Swanson
9794 Royal Palm Blvd.
Coral Springs, Fl. 33065

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989,2539, 25512550
W97-20437



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1997

PETER R. SWANSON
9794 ROYAL PALM BOULEVARD
CORAL SPRINGS, FL 33065

SUBJECT: P & S DISTRIBUTORS, INC.
Ref. Number: W97000020437

We have received your document for P & S DISTRIBUTORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 897A00044259

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Articles of Incorporation

1. The name of the corporation is:

P & S Distributors, Inc.

2) Purpose of the corporation:

The purpose of the corporation is to conduct any business for which corporations are authorized to be formed.

3) The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$ 0.01.

4) The registered agent shall be Peter Swanson and the initial registered office shall be at 9794 Royal Palm Boulevard, Coral Springs, Florida 33065. The principal place of business is the same as the registered office.

5) The initial Board of Directors shall have two (2) members whose names and addresses are as follows:
Peter Swanson, 9794 Royal Palm Blvd., Coral Springs, Florida 33065
Stephen Howe, 8302 Northwest 35th Court, Coral Springs, Florida 33065

6) The incorporator of this corporation is Peter Swanson whose address is 9794 Royal Palm Boulevard, Coral Springs, Florida 33065.

Dated August 28, 1997.

Peter Swanson
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE me, the undersigned authority, personally appeared Peter R. Swanson, who is well known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Tamarac, Florida this 28th day of August, 1997.

Notary Public

My commission expires: July 23 1998

Accepted by Registered Agent:

Peter Swanson

JOAN BOGEN HERTZFELD
Notary Public, State of Florida
My Commission Exp. JULY 23, 1998
No. CC 614892