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September 4, 1997

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation for **Whitewing Distribution, Inc.**
Our File #97-1375

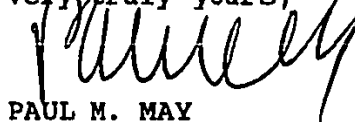
Gentlemen and/or Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for **WHITEWING DISTRIBUTION, INC.**, along with our check in the amount of \$122.50, representing the filing fee, etc. Also enclosed please find the Designation of Registered Agent.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same. As we are trying to expedite this matter, if at all possible, please fax to me your acknowledgment and confirmation of filing. My fax number is (954) 764-5367.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,



PAUL M. MAY
For the Firm

PMM/pb

Enclosures

FEDERAL EXPRESSED

D. BROWN SEP - 9 1997

ARTICLES OF INCORPORATION
OF
WHITEWING DISTRIBUTION, INC.

ARTICLE I - NAME

The name of this corporation is WHITEWING DISTRIBUTION, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation is 1401 SW 8th Street, Pompano Beach, Florida 33069.

ARTICLE III - DURATION

This corporation shall exist in perpetuity unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation are:

Mark Evansen

1401 SW 8th Street
Pompano Beach, FL 33069

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Mark Evansen

1401 SW 8th Street
Pompano Beach, FL 33069

Stephanie Evansen

1401 SW 8th Street
Pompano Beach, FL 33069

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

Mark Evansen

1401 SW 8th Street
Pompano Beach, FL 33069

Stephanie Evansen

1401 SW 8th Street
Pompano Beach, FL 33069

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

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

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This 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.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

Sept IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 3 day of August, 1997.

Mark Evansen
MARK EVANSEN

Stephanie Evansen
STEPHANIE EVANSEN

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared MARK EVANSEN and STEPHANIE EVANSEN, to me known and known to me to be the persons described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sept Sworn to and Subscribed before me this 3 day of August, 1997 by MARK EVANSEN and STEPHANIE EVANSEN, who are personally known to me or who produced the following identification 7106.

BY: *Mark Evansen*
WHO IS PERSONALLY KNOWN TO ME OR WHO
HAS PRODUCED AS ID C15 251258183

Angela Castiglia
Notary Public, State of Florida

My Commission Expires:

BY: *Stephanie Evansen*
WHO IS PERSONALLY KNOWN TO ME OR WHO
HAS PRODUCED AS ID C152 7876571X



DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That WHITEWING DISTRIBUTION, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Pompano Beach, County of Broward, State of Florida, has named Mark Evansen, 1401 SW 8th Street, Pompano Beach, Florida 33069, as its registered agent to accept service of process within this state.


MARK EVANSEN
Registered Agent