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KORMAN, SCHORR & WAGENHEIM  
PROFESSIONAL ASSOCIATION

DONALD G. KORMAN  
STEPHEN A. SCHORR  
RICHARD L. WAGENHEIM\*  
THOMAS S. EUSTIS  
\* BOARD CERTIFIED IN WORKERS' COMPENSATION

SUITE 400  
THE DART BUILDING  
2101 NORTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33311  
TELEPHONE (954) 564-4800  
FAX (954) 564-5493

September 11, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
9-12-97

Re: Articles of Incorporation for  
S & P National Distributing, Inc.  
Our File No: SAS-9830

Rev. 9/15  
9/12  
eff

Dear Sir/Madam:

700002293937--8  
-09/16/97--01015--026  
\*\*\*\*122.50 \*\*\*\*122.50

Please find enclosed an original and one copy of the Articles of Incorporation for our client, S & P National Distributing, Inc., to be filed and to become effective September 12, 1997.

Also enclosed is our check, in the amount of \$122.50, to cover the cost of filing and a certified copy of the Articles as well as a self-addressed, stamped envelope for your convenience.

Thank you for your prompt attention to this matter on behalf of our client. If there are any questions whatsoever, please do not hesitate to contact us.

Sincerely,

STEPHEN A. SCHORR  
For the Firm  
SAS:ek

cc: Client

*Eddie*

FILED  
97 SEP 15 PM 1:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-21197

BC 9/15

**ARTICLES OF INCORPORATION**

**EFFECTIVE DATE**  
**9-12-97**

**ARTICLE I - NAME**

**S & P NATIONAL DISTRIBUTING, INC.**

**ARTICLE II - EFFECTIVE DATE**

The effective date of this corporation shall be 9/12/97.

**FILED**  
**SEP 15 PM 1:10**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE III - PRINCIPAL OFFICE**

The mailing address of this corporation shall be:

3400 SW 11th Street  
Deerfield Beach, Florida 33442

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V - CAPITAL STOCK**

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

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2101 N. Andrews Avenue - Suite 400, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Stephen A. Schorr.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Gary A. Terwilliger, President  
3400 SW 11th Street  
Deerfield Beach, Florida 33442

Angela J. Mattone, Vice President  
3810 NW 58th Street  
Coconut Creek, Florida 33073

Caroline A. Kuhen, Secretary/Treasurer  
2400 NE 10th Court - #6  
Pompano Beach, Florida 33062

## **ARTICLE VIII - INCORPORATOR**

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

Stephen A. Schorr  
2101 N. Andrews Avenue - Suite 400  
Fort Lauderdale, Florida 33311

## **ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his 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 X - INDEMNIFICATION

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

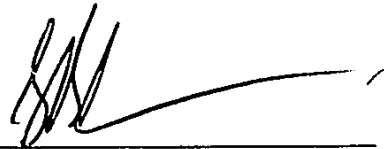
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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: September 11, 1997



STEPHEN A. SCHORR, Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted.

First, that **S & P NATIONAL DISTRIBUTING, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named Stephen A. Schorr, located at 2101 N. Andrews Avenue - Suite 400, Fort Lauderdale, Florida 33311, as its agent to accept service of process within Florida. I hereby accept designation as Registered Agent.

Dated: September 11, 1997



STEPHEN A. SCHORR, Incorporator and  
Registered Agent