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RICHARD T. AVIS ♦

—
♦ ALSO ADMITTED IN
N.Y. AND ILLINOIS

LAW OFFICES
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OF COUNSEL
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REFER TO FILE NO.

P97000080765

TRANSMITTAL LETTER

September 15, 1997

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

400002295784--5
-09/17/97--01084--004
****210.00 *****70.00

SUBJECT: Distributor A, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent and a check for \$70.00. Please stamp the original of these documents to show the date of incorporation and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ Richard T. Avis, Esq.
RETURN TO: 1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.


Sincerely,

Richard T. Avis

RTA/lbj
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 17 AM 8:29

9-18-97
WS

ARTICLES OF INCORPORATION
OF
DISTRIBUTOR A, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Distributor A, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2857 Executive Drive, Suite 110
Clearwater, Fl. 33762

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 Shares One Class Common

Such shares shall be without par value.

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DIVISION OF CORPORATIONS
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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

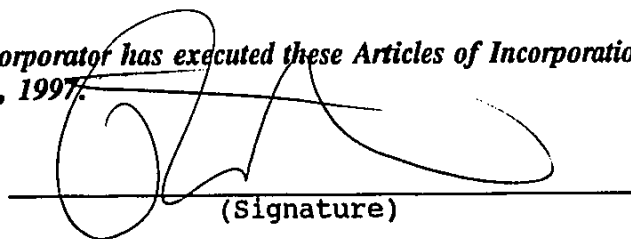
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

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The undersigned incorporator has executed these Articles of Incorporation this 16th day of September, 1997.


(Signature)

Richard T. Avis

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. *The name of the corporation is:*

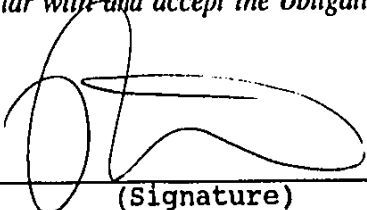
Distributor A, Inc.

2. *The name and address of the registered agent and office is:*

Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

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STATE
DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

Richard T. Avis