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OFFICE OF
ALAN KAY, P.A.

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ALAN KAY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Incorporation of A. Rose Distributors, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above entity. Please return the certified copy to the above address.

Sincerely,



PETER C. CLEMENT, paralegal to
Alan Kay
AK/pcc

P. Mail SEP 23 1997

ARTICLES OF INCORPORATION
OF
A. ROSE DISTRIBUTORS, INC.,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be: A. ROSE DISTRIBUTORS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the filing date of these Articles with the Department of State.

ARTICLE III - PURPOSE/NATURE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 shares of \$1.00 par value common stock at any one time, to be referred to as "Class A Voting Stock", even though there is only one class of stock at this time.

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is in an incorporated part of Pinellas County, Florida, at and with the mailing address being:

8980 Seminole Blvd.
Seminole, Florida 33772

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is:

8980 Seminole Blvd.
Seminole, Florida 33772

and the name of the initial Registered Agent of this Corporation at that address is:
Linda Wilson.

ARTICLE VIII - EFFECTIVE DATE OF INCORPORATION

The effective date of the incorporation of this Corporation shall be the date of filing with the Department of State, as indicated by the Division of Corporations on the initial Certificate of Incorporation.

ARTICLE IX - INTERNAL REVENUE ELECTIONS

It is the intent of the Incorporator that the Corporation will qualify under Section "1244" of the Internal Revenue Code. The corporation may take the latter actions necessary to obtain and maintain a status as an "S Corporation". This shall become effective upon application to the Internal Revenue Service on Form SS-4 and the application for a Federal Identification Number, at such time as deemed appropriate by the shareholder(s).

ARTICLE X - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have ONE (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws, however, there shall never be less than ONE (1) Director nor more than five (5). The name and address of the initial Board of Directors of the Corporation is:

Linda Wilson
8980 Seminole Blvd.
Seminole, Florida 33772

ARTICLE XI - INCORPORATOR

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

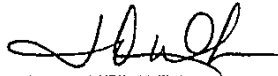
Linda Wilson
8980 Seminole Blvd.
Seminole, Florida 33772

ARTICLE XII - AMBNDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 19th day of September, 1997.



Linda Wilson, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION
A. ROSE DISTRIBUTORS, INC.**

LINDA WILSON, a Florida resident, having a business office identical with the registered office of the Corporation named above, and having been named as the Registered Agent to accept service of process for the above named Corporation, at the place designated in this foregoing Articles of Incorporation, and who is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation under Section 607.0505, Florida Statutes, this 19th day of September, 1997.



Linda Wilson
8980 Seminole Blvd.
Seminole, FL 33772
Tel: (813) 393-2955