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Charter Number Only

10/20/97

ERWIN

ABM financial Services

Requestor's Name

2855 UNIVERSITY DR. #310

Address

CORN SPRINGS FL 33065

City

State

ZIP

Phone

(954) 345-6720A

CORPORATION(S) NAME

Vintage Wholesale Distributing, Inc.

100002325411  
10/21/97 1005 019  
122.50 122.50

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Florida Toll Free: 1-800-432-3028

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DIVISION OF CORPORATION

VALIDATION ONLY

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified copy

K. Rolfo

OCT 21 1997

CR2E031 (R8-85)

ARTICLES OF INCORPORATION  
OF

Vintage Wholesale Distributing, Inc.

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name and address of this Corporation is:

Vintage Wholesale Distributing, Inc.  
4280 N.W. 73 Way  
Coral Springs, Florida 33065

ARTICLE II - Duration

This Corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III - Purpose

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

#### ARTICLE IV - Capital Stock

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (1.00) par value common stock, which shall be designated "Common Shares".

#### ARTICLE V - Initial Capital

The amount of capital with which this Corporation will begin business is FIVE HUNDRED DOLLARS (\$500.00).

#### ARTICLE VI - 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 this pro rata share thereof (as nearly as may be come without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 4230 N.W. 73 Way, Coral Springs, Florida, 33065. the name of the Initial Registered agent of this corporation at that address is Donald A. Buza.

ARTICLE VIII - Initial Board of Directors

The initial Board of Directors of this Corporation shall have ONE (1) Director initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than ONE (1).

These Officers shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified.

ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Donald A. Buza  
4230 N.W. 73 Way  
Coral Springs, Florida 33065

ARTICLE X - Indemnification

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

**ARTICLE XI - By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XII - Restrictions on Transfer of Stock**

Shares held by the initial shareholders may not be resold or otherwise transferred to the other person unless such shares are first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such share may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

**ARTICLE XIII - Calling of Special Meetings**

Special meetings of shareholders may be called by written notice, delivered to each shareholder, TEN (10) business days prior to the meeting date.

**ARTICLE XIV - Shareholder Quorum and Voting**

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV - Management of Corporation by Directors**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

**ARTICLE XVI - Removal of Directors**

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

**ARTICLE XVII - Director Quorum and Voting**

FIFTY ONE PERCENT (51%) of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of FIFTY-ONE PERCENT (51%) shall be the act of the Board of Directors.

**ARTICLE XVIII - Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIX - Action by Directors Without a Meeting**

The Directors of this Corporation may take action by written consent, as provided by law.

**ARTICLE XX - Dividends**


Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

**ARTICLE XXI - Amendment**

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.



IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Coral Springs, Florida this 20rd day of October, 1997 for the uses and purposes aforesaid.

  
Donald A. Buza



CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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In pursuance of chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: Vintage Wholesale Distributors, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Coral Springs, County of Broward, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Donald A. Buza  
Donald A. Buza

FILED  
97 OCT 21 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA