



THE UNITED STATES
CORPORATION
COMPANY

P97000095539

ACCOUNT NO. : 072100000032

REFERENCE : 593082 9632A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : November 6, 1997

ORDER TIME : 8:57 AM

ORDER NO. : 593082-005

CUSTOMER NO: 9632A

CUSTOMER: Charles Dayhoff, Esq
CHARLES S. DAYHOFF, III, ESQ

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-11/07/97--01005--013
****122.50 ****122.50

Suite 150
3830 Tampa Road
Palm Harbor, FL 34684

DOMESTIC FILING

NAME: H & M DISTRIBUTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS: _____

FILED
RECEIVED
97 NOV - 7 AM 11:10
97 NOV - 7 AM 9:51
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SN NOV - 7 1997

ARTICLES OF INCORPORATION
OF
H & M DISTRIBUTORS, INC.

FILED
97 NOV -7 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **H & M DISTRIBUTORS, INC.**

2. **Principal Office/Mailing Address.** The principal office of the corporation is 1755 Sand Hollow Lane, Palm Harbor, Florida 34683. The mailing address of the corporation is 1755 Sand Hollow Lane, Palm Harbor, Florida 34683.

3. **Duration.** The period of its duration shall be perpetual.

4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III
3830 Tampa Road, Suite 150
Palm Harbor, FL 34684

7. **Initial Board of Directors.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

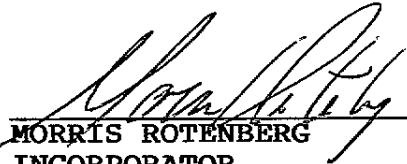
<u>NAME</u>	<u>ADDRESS</u>
MORRIS ROTENBERG	1755 Sand Hollow Lane Palm Harbor, Florida 34683
HANA ROTENBERG	1755 Sand Hollow Lane Palm Harbor, Florida 34683


8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MORRIS ROTENBERG	1755 Sand Hollow Lane Palm Harbor, Florida 34683

9. **Amendment of Articles.** 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day of October, 1997.


MORRIS ROTENBERG
INCORPORATOR


CHARLES S. DAYHOFF III
REGISTERED AGENT

STATE OF FLORIDA)

COUNTY OF PINELLAS)

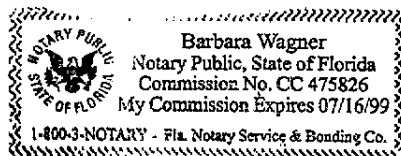
THE FOREGOING INSTRUMENT was acknowledged before me this 31st day of October, 1997, by MORRIS ROTENBERG who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Barbara Wagner
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA WAGNER

My Commission Expires:

STATE OF FLORIDA)

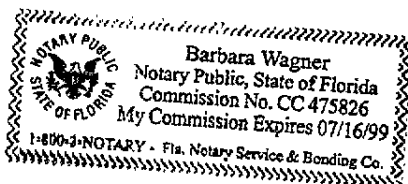
COUNTY OF PINELLAS)



THE FOREGOING INSTRUMENT was acknowledged before me this 31st day of October, 1997, by CHARLES S. DAYHOFF III who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Barbara Wagner
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA WAGNER

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. That H & M DISTRIBUTORS, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Harbor, State of Florida, has named CHARLES S. DAYHOFF III, 3830 Tampa Road, Suite 150, Palm Harbor, Florida 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: October 31, 1997.

H & M DISTRIBUTORS, INC.,
a Florida corporation

By: *Morris Rotenberg*
Morris Rotenberg, President

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: October 31, 1997.

Charles S. Dayhoff III
CHARLES S. DAYHOFF III
REGISTERED AGENT

97 OCT 31 AM 11:10
FILED
TALLAHASSEE, FLORIDA