

P 97000105852
LEWIS R. PEARCE, F. A.
ATTORNEY AT LAW
2255 NORTH COURTENAY PARKWAY
MERRITT ISLAND, FLORIDA

TELEPHONE 459-0088
AREA CODE 407

PLEASE REPLY TO
POST OFFICE BOX 540037
MERRITT ISLAND, FLORIDA 32954-0037

December 12, 1997

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee FL 32301

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-12/16/97--01012--010
*****70.00 *****70.00

In Re: ROKA DISTRIBUTION, INC.

Gentlemen:

In connection with the subject corporation, please find enclosed the following:

1. The original and one copy of the Articles of Incorporation.
2. The original and one copy of the Certificate as to the Designation of Resident Agent.
3. Our check in the amount of \$70.00 covering appropriate filing fees.

We respectfully request that this information be filed and that a stamped copy of the Articles of Incorporation be returned to the undersigned. Thank you for your assistance and cooperation in this regard.

Very truly yours,


Lewis R. Pearce

Enclosures

LRP/laf

EFFECTIVE DATE
12-15-97

FILED
97 DEC 16 AM 9:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mm
12-17-97

ARTICLES OF INCORPORATION
OF
ROKA DISTRIBUTION, INC.

FILED
97 DEC 16 AM 9:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-15-97

Article I - Name

The name of this corporation is ROKA DISTRIBUTION, INC.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be December 15, 1997.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - 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 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 VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5344 Jamaica Road, Cocoa, Florida 32927. The name of the initial registered agent of this corporation at that address is Lewis R. Pearce.

Article VII Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Name	Address
Robert C. Campbell	1890 Porpoise Street Merritt Island, Florida 32952
Erika Campbell	1890 Porpoise Street Merritt Island, Florida 32952

Article VIII - Incorporator

The name and address of the person signing these articles is Lewis R. Pearce, 5344 Jamaica Road, Cocoa, Florida 32927.

Article IX - Bylaws

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

Article X - Director's Compensation

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

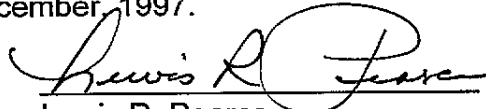
Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

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.

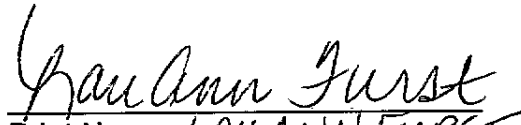
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 12th day of December, 1997.


Lewis R. Pearce

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 12th day of December, 1997, by Lewis R. Pearce, subscriber to these Articles of Incorporation of ROKA DISTRIBUTION, INC. He/she is personally known to me or has produced a Florida Driver License as identification and who did (did not) take an oath.


Print Name: LOU ANN FURST
Notary Public

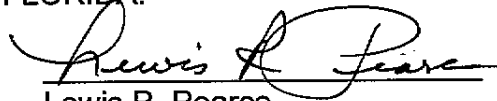
My Commission Expires:
(SEAL)



**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 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST – ROKA DISTRIBUTION, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 1890 PORPOISE STREET, MERRITT
ISLAND, STATE OF FLORIDA, HAS NAMED LEWIS R. PEARCE, LOCATED
AT 5344 JAMAICA ROAD, COCOA, FLORIDA 32927, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



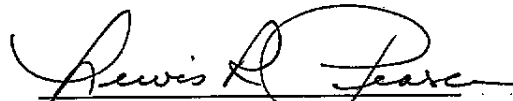
Lewis R. Pearce

Incorporator

December 12, 1997

ACCEPTANCE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.



*Lewis R. Pearce

Registered Agent

December 12, 1997

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA