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December 29, 1997

Secretary of State
Corporations Division
The Capitol
Tallahassee, Florida 32301

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-01/05/98--01060--003
*****70.00 *****70.00

Re: B. T. Distribution, Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate Designating Registered Officer and Registered Agent for the above-referenced corporation for filing. I have enclosed my check in the amount of \$70.00 to cover the cost of same. Please return the Certificate of Incorporation to my attention. Thank you for your attention to this matter.

Sincerely,

David L. Levy

DLL:lfh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 AM 10:03

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ARTICLES OF INCORPORATION

OF

B. T. DISTRIBUTION, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be B. T. DISTRIBUTION, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any and all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be: 898 Whippoorwill Drive, Palm Harbor, Florida 34683, and the name of the initial registered agent of the corporation at that address is: BRUNO J. TARABOCCHIA.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - SPECIAL PROVISION

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VII - 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 prorata share thereof at the price at which it is offered to others.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) Director initially. The affairs of the corporation will be managed by the Director so designated as provided by the By-Laws of this corporation.

BRUNO J. TARABOCCHIA

898 Whippoorwill Drive
Palm Harbor, FL 34683

ARTICLE IX - SUBSCRIBERS

The name and street address of the sole subscriber to these Articles of Incorporation is: BRUNO J. TARABOCCHIA, 898 Whippoorwill Drive, Palm Harbor, Florida 34683.

ARTICLE X - DATE OF INCORPORATION

The date of incorporation for the corporation listed above shall be the date of subscription of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30th day of December, 1997.

WITNESSES:

Lisa Christenson-Woods

Lisa Humbert

Bruno J. Tarabocchia
BRUNO J. TARABOCCHIA

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of December, 1997, by: BRUNO J. TARABOCCHIA.

Lisa S. Humbert
NOTARY PUBLIC

My Commission Expires:



LISA F HUMBERT
My Commission CC472513
Expires Aug. 29, 1999
Bonded by ANB
800-852-5878


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That B. T. DISTRIBUTION, INC., desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at: 898 Whippoorwill Drive, Palm Harbor, Florida 34683, has named BRUNO J. TARABOCCHIA of 898 Whippoorwill Drive, Palm Harbor, Florida 34683 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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


BRUNO J. TARABOCCHIA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN -5 AM 10:03