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January 14, 1998

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VIA FEDERAL EXPRESS

Ms. Michelle Milligan
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Bay Distributors, Inc.

Dear Michelle:

An original and one conformed copy of the Articles of Incorporation for Bay Distributors, Inc. are hereby delivered to you for filing immediately, together with our firm's check in the amount of \$122.50 for the filing fee and certified copy.

It is respectfully requested that a copy of the Articles of Incorporation, as filed, be returned to the undersigned.

Thank you for your assistance.

Sincerely,



Barbara J. Toren
Legal Assistant

Enclosures

cc: Harold E. Abrams, Esq.

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ARTICLES OF INCORPORATION
OF
BAY DISTRIBUTORS, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

Bay Distributors, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

One National Drive, SW
P.O. Box 44127
Atlanta, Georgia 30336

ARTICLE III SHARES

The Corporation shall have authority to issue not more than 1,000 shares, having a par value of \$1.00 each, all of which shall be of the same class and designated the "Common Stock." The Common Stock shall together have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

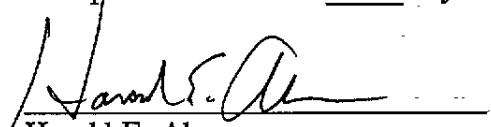
The initial registered agent of the Corporation is Gene Davis. The street address of the Corporation's initial registered office shall be, 4901 Savarese Circle North, Tampa, Florida 33634.

ARTICLE V INCORPORATOR

The name and address of the sole incorporator is:

Harold E. Abrams
Kilpatrick Stockton LLP
Suite 2800
1100 Peachtree Street
Atlanta, Georgia 30309-4530

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 12th day of January, 1998.


Harold E. Abrams
Incorporator

January 12, 1998
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BAY DISTRIBUTORS, INC.

By: 

Gene Davis, Registered Agent

Jan 13, 1998
Date

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA