

JOHN LEE BREWERTON, III, P.A.

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P98000009754

January 28, 1998

VIA FEDERAL EXPRESS

Ms. Becky McKnight
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Consumer Products Distribution Network, Inc.

FILED
98 JAN 30 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Ms. McKnight:

Attached herewith please find the Articles of Incorporation for the above-captioned corporation, as well as my firm's check number 2096, dated January 28, 1998, payable to the Department of State, in the amount of \$131.25.

After filing the Articles of Incorporation, please send to me a certified Certificate of Status and the certified copy of the Articles at the above-listed address.

Thank you in advance for your assistance in this matter. If you have any questions, please call me.

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By:


John L. Brewerton, III

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Encl.
JLB/cs
cc: Mr. Paul Strader

B. McKnight JAN 30 1998



**ARTICLES OF INCORPORATION
OF
CONSUMER PRODUCTS DISTRIBUTION NETWORK, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE I
Name and Duration

The name of the Corporation is Consumer Products Distribution Network, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Department of State of the State of Florida.

ARTICLE II
Principal Office

The address of the principal office of the Corporation is 129 Harrogate Place, Longwood, Florida 32779.

ARTICLE III
Registered Office and Agent

The address of the registered office in the State of Florida is 250 North Orange Avenue, Penthouse Suite, Orlando, Orange County, Florida, 32801. The name of the registered agent at such address is John L. Brewerton, III, P.A.

ARTICLE IV
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V
Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 750,000 shares of Common Stock ("Common Stock") par value \$0.01, per share.

ARTICLE VI
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
John L. Brewerton, III, Esq.	250 North Orange Avenue, Penthouse Suite Orlando, Florida 32801

ARTICLE VII
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; *provided, however*, that there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and street addresses of the persons who shall serve as initial directors of the Corporation until the first meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Paul B. Strader	129 Harrogate Place Longwood, Florida 32779

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Cumulative Voting

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII

Indemnification

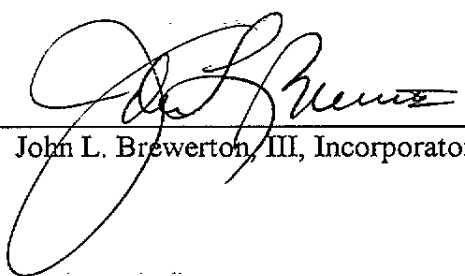
The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by applicable law.

ARTICLE XIII
Transfer of Shares

If, from time to time, a shareholders' Subchapter S election (of the Internal Revenue Code of the United States) or any other agreement among all of the shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock not made in accordance with such agreement, whether by operation of law or otherwise, shall be null and void, *ab initio*.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true, and has accordingly hereunto set his hand and seal.

DATED at Orlando, Orange County, Florida, this 28th day of January, 1998.



John L. Brewerton, III, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

SWORN TO AND SUBSCRIBED before me this 28th day of January, 1998, by John L. Brewerton, III, who is personally known to me or produced as identification.



(Notary Signature)

Carol Seigworth

(Notary Name Printed)

NOTARY PUBLIC

Commission No.

CC594848

(Notary Seal)



Carol Seigworth
My Commission CC594848
Expires Oct. 21, 2000

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Consumer Products Distribution Network, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named John L. Brewerton, III, P.A. located at 250 North Orange Avenue, Penthouse Suite, Orlando, Florida 32801, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT AND ACCEPTANCE BY REGISTERED AGENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with 607.0501, Florida Statutes.

REGISTERED AGENT:

John L. Brewerton, III, P.A.

DATED: January 28, 1998

By: 

John L. Brewerton, III, President

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