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98 FEB 27 AM 9: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-02/27/98--01041--013  
\*\*\*122.50 \*\*\*122.50

**PAUL THILEM & CO**  
**6554 NW 43<sup>RD</sup> COURT**  
**CORAL SPRINGS, FL 33067**  
**TEL. (954) 255-5435**  
**FAX (954) 255-0299**

Name of Person to contact: Paul Thilem  
Address & Phone Number: as above  
Amount of Money Sent: \$122.50

P. Hall MAR - 2 1998

ARTICLES OF INCORPORATION

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98 FEB 27 AM 9:24

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATIONS FOR PROFIT.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE: ARM DISTRIBUTORS, INC.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLES V. TERM OF EXISTENCE

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI. ADDRESS

THE INITIAL STREET ADDRESS IN THE STATE OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE: 1800 NE 114<sup>TH</sup> STREET, SUITE 2209

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY.

THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION:

JERRY BERMAN  
1800 NE 114<sup>TH</sup> STREET  
MIAMI, FLORIDA 33181

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCOPORATORS:

JERRY BERMAN  
1800 NE 114<sup>TH</sup> STREET  
MIAMI, FLORIDA 33181

ARTICLE IX. BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IN SUBJECT TO THIS RESERVATION.

ARTICLE XI. S CORPORATION

THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE  
INTERNAL REVENUE CODE.

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ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT, PAUL THILEM, LOCATED AT 6554 NW 43<sup>RD</sup>  
COURT, CORAL SPRINGS, FLORIDA 33067, ACCEPTS THIS POSITION AS  
SIGNED BELOW:



\_\_\_\_\_  
PAUL THILEM

THE REGISTERED OFFICE WILL BE LOCATED AT 6554 NW 43<sup>RD</sup> COURT,  
CORAL SPRINGS, FLORIDA 33067.



\_\_\_\_\_  
PAUL THILEM

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IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING INCORPORATORS, HAVE HEREINTO SET OUR HANDS AND SEALS THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION, AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.

*[Handwritten Signature]*

SWORN TO AND SUBSCRIBED BEFORE ME  
THIS 19 DAY OF Feb

*Nancy Goldring*  
NOTARY PUBLIC

OFFICIAL NOTARY SEAL  
NANCY GOLDRING  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC618557  
MY COMMISSION EXP. FEB. 15, 2001