

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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-03/06/98--01034--012
****122.50 ****122.50

*Masterquaid Distributors
of Mid-Florida, Inc.*

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

FILED
98 MAR -9 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR -6 AM 10:24
DIVISION OF CORPORATION

[Signature]
Signature

Requested by: *DR*

Name

Date

Time

Walk-In

Will Pick Up

3-6-98 9:20

QNS-9-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 6, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32302

SUBJECT: MASTERGUARD DISTRIBUTORS OF MID-FLORIDA, INC.
Ref. Number: W98000005062

We have received your document for MASTERGUARD DISTRIBUTORS OF MID-FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 398A00012450

FILED
98 MAR -9 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR -9 AM 9:08
DIVISION OF CORPORATIONS

Corrected

ARTICLES OF INCORPORATION
OF
MASTERGUARD DISTRIBUTORS OF MID-FLORIDA, INC.

FILED
98 MAR -9 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is MASTERGUARD DISTRIBUTORS OF MID-FLORIDA, INC. The principle office and mailing address is:

4965 S.E. 44th Street
Okeechobee, FL 34974

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of .10 cents of voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein, Esq.
1551 Forum Place, Suite 400B
West Palm Beach, FL 33401

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have one (1) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Adam L. Alpers
4965 S.E. 44th Street
Okeechobee, FL 34974

ARTICLE VII

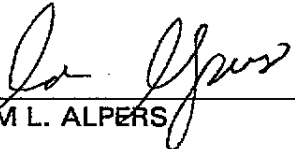
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Adam L. Alpers
4965 S.E. 44th Street
Okeechobee, FL 34974

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 5 day of March, 1998.



ADAM L. ALPERS
Incorporator

Title

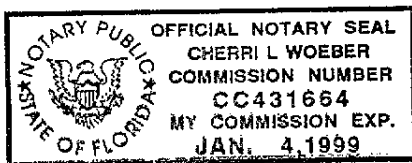
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared ADAM L. ALPERS to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 5th day of March, 1998.



Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

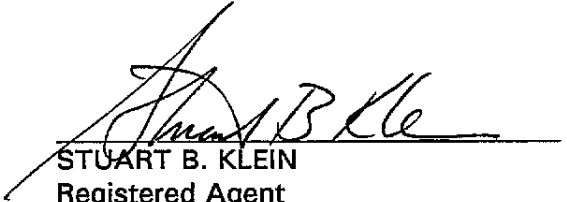
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MASTERGUARD DISTRIBUTORS OF MID-FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Stuart B. Klein, Esq., of 1551 Forum Place, Suite 408B, West Palm Beach, Florida 33401 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, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 5th day of March, 1998.


STUART B. KLEIN
Registered Agent

FILED
98 MAR -9 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for MASTERGUARD DISTRIBUTORS OF MID-FLORIDA, INC., a Florida corporation (the "Corporation"), I hereby agree to act in that capacity, and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Stuart B. Klein

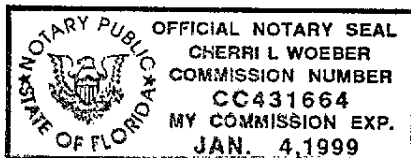
Date: 3/5/98

FILED
98 MAR -9 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart B. Klein, known to me and known by me to be the person named in the foregoing Affidavit of Acceptance of Appointment as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of MASTERGUARD DISTRIBUTORS OF MID-FLORIDA, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 5th day of March 1998.



Cheri L. Woerber
Notary Public
Name: Cheri L. Woerber