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BRACH, EICHLER, ROSENBERG, SILVER, BERNSTEIN, HAMMER & GLADSTONE
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW

ALAN H. BERNSTEIN
WILLIAM L. BRACH
TODD C. BROWER
RICHARD J. DRIVER*
BURTON L. EICHLER*
JOHN D. FANBURG*
WILLIAM J. FRIEDMAN*
STUART M. GLADSTONE*
CHARLES X. GORMALLY*^A
JOSEPH M. GORRELL*

ALAN R. HAMMER**
BRUCE KLEINMAN*
BRIAN R. LENKER
STUART L. PACHMAN
ALAN S. PRALGEVER*
DAVID J. RITTER
PAUL F. ROSENBERG
MICHAEL I. SCHNECK
HARRIS R. SILVER
ALEXANDER J. TAFRO

101 EISENHOWER PARKWAY
ROSELAND, N.J. 07068-1067

(973) 228-5700

FAX (973) 228-7852

26 EAST 64TH STREET
NEW YORK, N.Y. 10021
(212) 935-9012

PLEASE RESPOND TO ROSELAND OFFICE

ANN D. STEVENS
ALOIS V. HABJAN*
DAVID J. KLEIN**
STEVEN M. BOSACKI*
DAVID S. BERNSTEIN
GEORGETTE J. SIEGEL
ROBERT C. MIGNELLA
RICHARD B. ROBINS
JOSEPH M. DAVIS
SUSAN Y. LEONARD
BRIAN KALVER*
JOHN P. INGLESINO
DANIEL L. SCHMUTTER*
JILL DAITCH ROSENBERG*
TRACEY S. BAUER*
STUART J. POLKOWITZ*
VICKI SUE HULL**
JOHN P. WYCISKALA

SUSAN DROMSKY REED
MICHAEL S. ZICHERMAN*
CARL J. SORANNO
SIMONE HANDLER HUTCHINSON*
HELEN A. NAU*
SHARON L. WEINER*
DEBRA K. BAMPTON*
KATHERINE M. WEINSTOCK*
KRISTINE L. BOGARDUS
CHRISTOPHER A. ERD*
ROBERT F. COYNEI
CRAIG H. FELDMAN
ALLEN J. POPOWITZ
SUSAN A. ROHRBACH*
JONATHAN E. LEVITT*
DAVID A. DeSIMONE
PAUL E. DELLORUSSO
M. CHRISTINA ALMANZOR*

OF COUNSEL:
LANCE A. POSNER*
GEORGE Y. SODOWICK
HENRY N. PORTNER*¹²

ALLAN H. KLINGER
(1957-1992)
DOROTHY G. BLACK
(1975-1998)

ALSO ADMITTED TO PRACTICE IN
* NY * PA * DC * OTHER DISTRICTS
* CERTIFIED CIVIL TRIAL ATTORNEY
* FL * ON LEAVE

March 13, 1998

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-03/16/98--01128--016
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VIA FEDERAL EXPRESS
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Fla 32399

RE: PHYLLIS DISTRIBUTION, INC.
Our File No. 003947-001

Dear Sir/Madam:

Enclosed please find original and one (1) copy of Articles of Incorporation relative to the above corporation. Kindly record this document and return the filed, stamped copy to me via the Federal Express label provided.

Also enclosed is our check in the amount of \$70.00 to cover cost of filing fee.

Should you have any questions, please do not hesitate to contact me at 973-228-5700 ext. 3281.

Sincerely yours,

Christine M. Perrella
Christine M. Perrella
Corporate Paralegal

cmp
Enclosures
cc: DJR
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FILED
98 MAR 16 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 18 1998

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PHYLLIS DISTRIBUTION, INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is PHYLLIS DISTRIBUTION, INC.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is 7864 Granada Place, Unit 503, Boca Raton, Florida 33433.

THIRD: The number of shares the corporation is authorized to issue is Two Thousand Five Hundred (2,500) shares of common stock without nominal or par value.

FOURTH: The street address of the initial registered office of the corporation is 7864 Granada Place, Unit 503, Boca Raton, Florida 33433, and the name of its registered agent at such address is Phyllis Umans.


FIVE: The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

PHYLLIS UMANS
7864 Granada Place
Unit 503
Boca Raton, FLA 33433

TENTH: The name and address of the sole incorporator is:

DAVID J. RITTER, ESQ.
c/o Brach, Eichler, Rosenberg, Silver,
Bernstein, Hammer & Gladstone
101 Eisenhower Parkway
Roseland, New Jersey 07068

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 9TH day of March, 1998.



DAVID J. RITTER, ESQ.

Acceptance by the registered as required in Section 607.0501(3)F.S.: Rick Umans is familiar with and accepts the obligations provided for in Section 607.0505.

DATED 3/12/98



PHYLLIS L. UMANS

450182.1

FILED
98 MAR 16 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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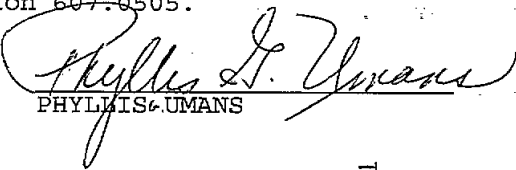
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