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FILED
98 APR 13 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Buck Kehr

409 Gaines St
Tallahassee
32399

4/13/98

Re: Reliable Distributors, Inc.

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-04/14/98--01014--005
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, and the Registered Agent Designation along with a check for \$122.50 representing the cost of filing fees as well as Certified Copies of Articles of Incorporation and Registered Agent Designation for the above named corporation.

I am also enclosing a completed Application for Registration of Fictitious Name in the same packet along with the fee of \$50. I would appreciate your inserting the appropriate corporate information once the Articles have been duly recorded. I would also appreciate your forwarding to me an additional packet for Fictitious Name Registration.

After processing, kindly return all appropriate documents to me at the above address. Should you have any questions, or if additional information is required, please so advise.

Very truly yours,

Ann F. Hurlock 4/11/98
Ann F. Hurlock
Florida Bar #100056

BC 4/15

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**ARTICLES OF INCORPORATION
OF**

RELIABLE DISTRIBUTORS, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is Reliable Distributors, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of engaging in the business of warehousing, distributing and selling various non-perishable goods and tobacco products, and any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 5511 5th Avenue, Stock Island, Key West, Florida 33040.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Vicki Lockwood, 5511 5th Avenue, Stock Island, Key West, Florida 33040.

ARTICLE VI. CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

ARTICLE VII. INITIAL PRINCIPAL OFFICE

The street address and mailing address of the initial principal office is 5511 5th Avenue, Stock Island, Key West, Florida 33040.

ARTICLE VIII. INCORPORATORS


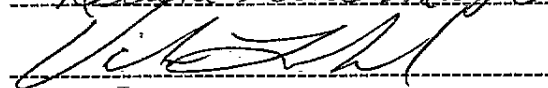
The name and address of the incorporator of these Articles of Incorporation are Vicki Lockwood and Debra Gartenmayer, 5511 5th Avenue, Stock Island, Key West, Florida 33040.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two. The name and address of the initial directors are: Vicki Lockwood and Debra Gartenmayer, 5511 5th Avenue, Stock Island, Key West, Florida 33040.

OPTIONAL PROVISIONS

The undersigned incorporators have executed these ARTICLES OF INCORPORATION this twentieth day of March, 1998.

 (Signature)
 (Signature)

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TALLAHASSEE, FLORIDA

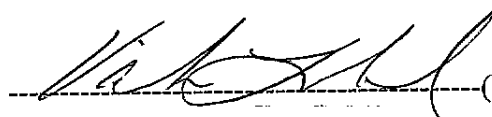
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

RELIABLE DISTRIBUTORS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the ARTICLES OF INCORPORATION at 5511 5th Avenue, Stock Island, Key West, Florida 33040 has named Vicki Lockwood, located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

 (Signature)

4/10/98 (Date)