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TRANSMITTAL LETTER


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

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-04/27/98--01082--007
*****70.00 *****70.00


SUBJECT: Poole Distributors, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

A check for \$70.00 is enclosed. This represents payment for the filing of the Articles of Incorporation. Thank you for your prompt attention to this matter.

FROM: 
David Poole, Sr., Incorporator
11500 S.W. 107th Avenue
Miami, Florida, 33176
(305) 234-8451

FILED
98 APR 27 AM 10:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA


2/23/98

**ARTICLES OF INCORPORATION
OF
POOLE DISTRIBUTORS, INC.**

The undersigned incorporator, for the purpose of forming a corporation in accordance with the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be POOLE DISTRIBUTORS, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 11500 - S.W. 107th Avenue, Miami, FL 33176.

ARTICLE III. PURPOSE

The purpose for which the corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock that the Corporation is authorized to issue is 100 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

ARTICLE V. DURATION

The Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 11500 - S.W. 107th Avenue, Miami, FL 33176, and the name of its initial Registered Agent at that address is David L. Poole, Sr..

ARTICLE VI. BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors of at least 2 Directors. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

David L. Poole, Sr, 11500 - S.W. 107th Avenue, Miami, FL 33176

Kimberly V. Poole, 11500 - S.W. 107th Avenue, Miami, FL 33176

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TALLAHASSEE FLORIDA

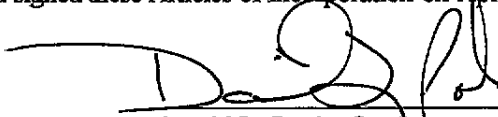
ARTICLE VII. INCORPORATOR

The name and address of the Incorporator is David L. Poole, Sr..

ARTICLE VIII. AMENDMENT

The 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 Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned signed these Articles of Incorporation on April 18, 1998.



David L. Poole, Sr., Incorporator

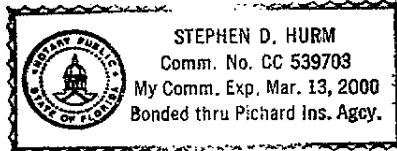
STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, personally appeared David L. Poole, Sr., to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and who did not take an oath.

WITNESS my hand and official seal on April 18, 1998.



NOTARY PUBLIC, State of Florida



STEPHEN D. HURM


Notary's Printed Name

My Commission Expires:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated on April 18, 1998.



David L. Poole, Sr.

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