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April 27, 1998

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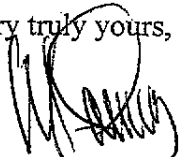
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

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-05/04/98--01042--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: **C & D DISTRIBUTORS, INC.**

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$122.50 to cover filing fees, etc.

Very truly yours,



MICHAEL SIERRA

MS:m  
Enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 1:02

5-5-98

**ARTICLES OF INCORPORATION**

OF

**C & D DISTRIBUTORS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be:

**C & D DISTRIBUTORS, INC.**

The principal place of business of this Corporation shall be:

**500 Hadley Drive, Palm Harbor, Florida**

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**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be to operate product distribution, and related services.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be: **703 W. Swann Ave., Tampa, FL 33606**, and the name of the initial Registered Agent of the Corporation at that address is: **MICHAEL SIERRA**.

#### **ARTICLE V. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII. SECTION 1244 PROVISION**

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VIII. SUB-CHAPTER S PROVISION**

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

**ARTICLE IX. DIRECTORS**

This Corporation shall have one (1) director initially. The names and street addresses of the initial members of the Board of Directors are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
MICHAEL SIERRA	703 W. Swann Ave., Tampa, FL 33606

**ARTICLE X. OFFICERS**

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

<u>OFFICER</u>	<u>ADDRESS</u>
MICHAEL SIERRA	703 W. Swann Ave., Tampa, FL 33606

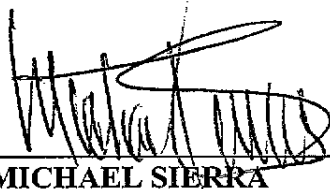
**ARTICLE XI. SUBSCRIBER**

The name and street address of the subscribers to these Articles of Incorporation are:


<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
MICHAEL SIERRA	703 W. Swann Ave. Tampa, FL 33606	100

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this

29<sup>th</sup> day of April, 1998.

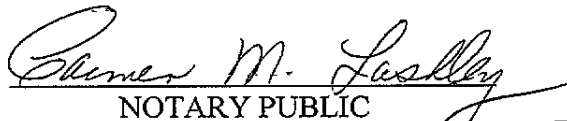
  
\_\_\_\_\_(SEAL)  
MICHAEL SIERRA

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
**MICHAEL SIERRA**  
Registered Agent

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

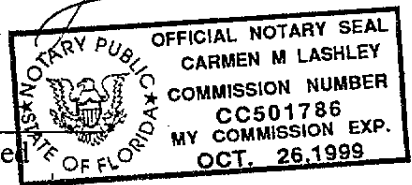
The foregoing instrument was subscribed to before me on this 29 day of April, 1998, by **MICHAEL SIERRA**, who is personally known to me.

  
\_\_\_\_\_  
NOTARY PUBLIC

COMMISSION NO. \_\_\_\_\_

COMMISSION EXP. \_\_\_\_\_

\_\_\_\_\_  
(Name of Notary typed, printed  
or stamped)



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