



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 810169 3955F

AUTHORIZATION :

COST LIMIT \$ 13.25
Patricia Page

ORDER DATE : May 7, 1998

ORDER TIME : 9:53 AM

ORDER NO. : 810169-005

CUSTOMER NO: 3955F

CUSTOMER: Ms. Beth Gdanski
ECKERT SEAMANS CHERIN &
MELLOTT, LC
The Plaza, Suite 902
5355 Town Center Road
Boca Raton, FL 33486

File 1st

500002514995--1

DOMESTIC FILING

NAME: HAWN ACQUISITION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

5/7/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 12:53

RECEIVED
98 MAY -7 AM 10:39
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

HAWN ACQUISITION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 12:53

I, the person hereinafter named as incorporator, for the purpose of establishing a corporation, under the provisions and subject to the requirements of the Florida Business Corporation Act, and the acts amendatory thereof, and hereinafter sometimes referred to as the laws of the State of Florida, do hereby adopt and make the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter called the corporation) is **HAWN Acquisition, Inc.**

SECOND: The name of the corporation's resident agent in the State of Florida is **Thomas P. Angelo**, and the street address of the said resident agent where process may be served on the corporation is c/o Eckert Seamans Cherin & Mellott, LC, 450 East Los Olas Boulevard, Suite 800, Ft. Lauderdale, Florida 33301. The mailing address and the street address of the said resident agent are identical.

PAR SHARES

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000), all of which are of a par value of one cent (\$0.01) each. All of said shares are of one class and are designated as Common Stock.

FOURTH: The governing board of the corporation shall be styled as a "Board of Directors," and any member of said Board shall be styled as a "Director." Initially the corporation shall have one (1) Director. The name and address of the initial Director of the corporation are as set forth below.

NAME

ADDRESS

Mike Nunez

c/o ABC Distributing, Inc.
14445 N.E. 20th Lane
North Miami, FL 33181

The number of directors of the corporation may be increased or decreased in the manner provided in the Bylaws of the corporation; provided, that the number of directors shall never be less than one. In the interim between elections of directors by stockholders entitled to vote, all vacancies, including vacancies caused by an increase in the number of directors and including vacancies resulting from the removal of directors by the stockholders entitled to vote which are

not filled by said stockholders, may be filled by the remaining directors, though less than a quorum.

FIFTH: The name and the post office box or street address, either residence or business, of the incorporator signing these Articles of Incorporation are as follows:

NAME

ADDRESS

Thomas P. Angelo

c/o Eckert Seamans Cherin & Mellott, LC
450 East Los Olas Boulevard, Suite 800
Ft. Lauderdale, Florida 33301

SIXTH: The corporation shall have perpetual existence.

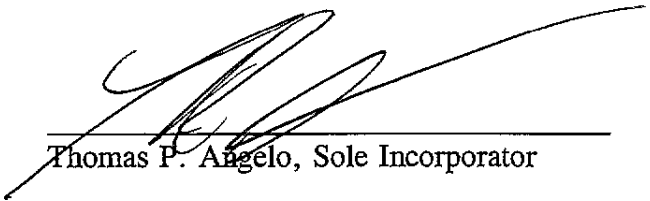
SEVENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by the laws of the State of Florida, as the same may be amended and supplemented.

EIGHTH: The corporation shall, to the fullest extent permitted by the laws of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said laws from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said laws, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: The nature of the business of the corporation and the objects or the purposes to be transacted, promoted, or carried on by it are to engage in any lawful activity under which corporations may be incorporated under the laws of the State of Florida.

TENTH: The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I do hereby execute these Articles of Incorporation on the
____ day of May, 1998.



Thomas P. Angelo, Sole Incorporator

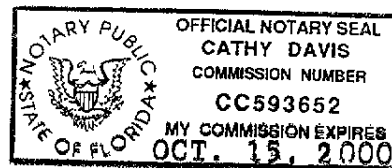
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

On this 6th day of May, 1998, personally appeared before me, a Notary Public in and for the State and County aforesaid, **Thomas P. Angelo**, known to be a person described in and who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same and voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal, the day and year first above written.

Cathy Davis
Notary Public

(Notarial Seal)



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **HAWN Acquisition, Inc.**, a Florida corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 6th day of May, 1998.



Thomas P. Angelo

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