

P98000045219



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 824345 10928A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 19, 1998

ORDER TIME : 12:50 PM

ORDER NO. : 824345-005

CUSTOMER NO: 10928A

CUSTOMER: Edward P. Phillips, Esq
EDWARD P. PHILLIPS, ESQUIRE

Suite 206
1881 University Drive
Coral Springs, FL 33071

500002529605--9
-05/20/98--01002--010
*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 8:20

DOMESTIC FILING

NAME: G.L. BURGESS DISTRIBUTING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAY 19 PM 3:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILING SECTION

gslap98

ARTICLES OF INCORPORATION

OF

G.L. BURGESS DISTRIBUTING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 8:20

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is: G. L. BURGESS DISTRIBUTING, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be at:

2390 CIRCLE DRIVE
WEST PALM BEACH, FL 33406

ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

The name and post office address of the member of the first Board of Directors is:

GERALD L. BURGESS, 2390 CIRCLE DRIVE, WEST PALM BEACH, FL 33406
PATSY A. MACDONALD, 2390 CIRCLE DRIVE, WEST PALM BEACH, FL 33406

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

GERALD L. BURGESS, 2390 CIRCLE DRIVE, WEST PALM BEACH, FL 33406

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

GERALD L. BURGESS
PATSY A. MACDONALD
2390 CIRCLE DRIVE
WEST PALM BEACH, FL 33406

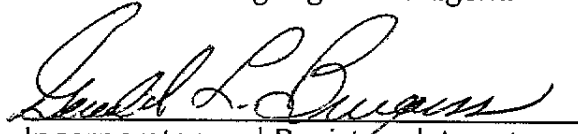
ARTICLE X - PREEMPTIVE RIGHTS

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 15 day of

5-15-98, 1998.

I hereby accept and am familiar with the duties of being registered agent.


Incorporator and Registered Agent

STATE OF FLORIDA

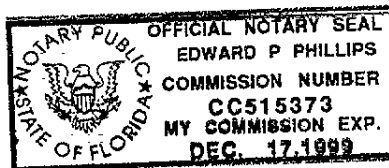
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared GERALD L. BURGESS who, after being duly sworn by me on oath, acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes expressed therein, and he/she acknowledged that he/she is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 15 day of MAY, 1998.


NOTARY PUBLIC

1:\c\1\wpdata\corp2\burgess\articles.inc



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 AM 8:20