

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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\*\*\*122.50 \*\*\*122.50

Masterguard Distributors  
of the Treasure Coast,  
Inc.

✓ Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

FILED

98 MAY 27 AM 11:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

98 MAY 27 AM 10:10

DIVISION OF CORPORATION

9/15-27-98

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**MASTERGUARD DISTRIBUTORS OF THE TREASURE COAST, INC.**

FILED  
98 MAY 27 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is MASTERGUARD DISTRIBUTORS OF THE TREASURE COAST, INC. The principle office and mailing address is:

523 South Pine Street  
Sebring, FL 33870

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III**

The corporation shall have perpetual existence.

**ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of .10 cents of voting common stock.

**ARTICLE V**

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Stuart B. Klein, Esq.  
1551 Forum Place, Suite 400B  
West Palm Beach, FL 33401

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI**

This corporation shall have one (1) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Adam L. Alpers  
523 South Pine Street  
Sebring, FL 33870

#### **ARTICLE VII**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Stuart B. Klein  
1551 Forum Place, Ste. 400B  
West Palm Beach, FL 33401

#### **ARTICLE VIII**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 26th day of May 1998.

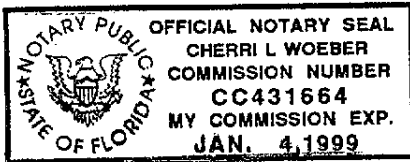
Stuart B. Klein  
STUART B. KLEIN  
Incorporator  
Title

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared STUART B. KLEIN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 26th day of May, 1998.

Cherri L. Woerber  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING**  
**AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That MASTERGUARD DISTRIBUTORS OF THE TREASURE COAST, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Stuart B. Klein, Esq., of 1551 Forum Place, Suite 408B, West Palm Beach, Florida 33401 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 26th day of May, 1998.

  
STUART B. KLEIN  
Registered Agent

FILED  
98 MAY 27 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as statutory registered agent for MASTERGUARD DISTRIBUTORS OF THE TREASURE COAST, INC., a Florida corporation (the "Corporation"), I hereby agree to act in that capacity, and, on behalf of the Corporation, to accept service of process for the Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Stuart B. Klein  
Stuart B. Klein

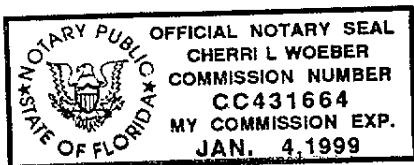
Date: 5/26/98

FILED  
98 MAY 27 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Stuart B. Klein, known to me and known by me to be the person named in the foregoing Affidavit of Acceptance of Appointment as Registered Agent, and he acknowledged to me and before me that he agrees to act in the capacity of the registered agent of MASTERGUARD DISTRIBUTORS OF THE TREASURE COAST, INC., a Florida corporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 26<sup>th</sup> day of May 1998.



Cherril L. Woerber  
Notary Public  
Name: Cherril L. Woerber