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Peter Makris
2110 Drew Street
Clearwater, FL 33765

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9/5/98

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

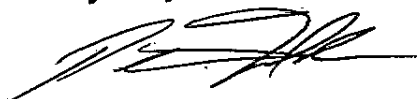
Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent / Registered Office. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation as soon as possible and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, FL 33765

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly Yours,



Peter Makris

APPROVED
AND
FILED
98 SEP 10 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 10 1998

ARTICLES OF INCORPORATION

OF

H & H DISTRIBUTORS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

H & H DISTRIBUTORS, INC.

The principal place of business of this corporation shall be: 1505 FLORIDA AVENUE, PALM HARBOR, FLORIDA 34683.

The mailing address of this corporation shall be: 1505 FLORIDA AVENUE, PALM HARBOR FLORIDA 34683.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have outstanding at any one time is 10, 000 shares of common stock have \$1.00 per value per share.

ARTICLES IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ATICLE V. OFFICERS DIRECTORS

This corporation is to have two directors and officers, initially. The names and street addresses of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors is elected or appointed are:

***Susan Holcombe
President***

***1505 Florida Ave.
Palm Harbor, Fl 34683***

***Joseph Henderson
Secretary***

***1505 Florida Ave.
Palm Harbor, Fl 34683***

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to the Articles of Incorporation is:

Joseph Henderson

***1505 Florida Ave.
Palm Harbor, Fl 34683***

IN WITNESS WHEREOF, the under signed incorporator has executed these
Articles of Incorporation this 3rd day of September 1998.

Signature of Incorporator

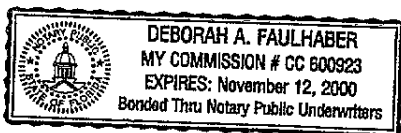
x Joseph Henderson
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me
this 3rd day of September, 1998, by JOSEPH HENDERSON of
H & H DISTRIBUTORS, INC.

Notary Public



Deborah A. Faulhaber

My Commission Expires: Nov. 12, 2000

CERTIFICATE DESIGNATING

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is:

H & H DISTRIBUTORS, INC.

2. The name and address of the registered agent and office is:

Name: JOSEPH HENDERSON

Address: 1505 FLORIDA AVENUE

City: PALM HARBOR

State: FLORIDA

Zip: 34683

SIGNATURE

Joseph Henderson
(Corporate Officer)

TITLE: SECRETARY

DATE:

9/3/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Joseph Henderson
9/3/98

DATE:

APPROVED
AND
FILED

98 SEP 10 AM 7:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA