

AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

FILED
98 OCT 20 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 19, 1998

798000089146

HAND DELIVERY

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RECEIVED
10/19/89

RE: Mercer Distributing Services, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation and Certificate Designating Registered Agent and Registered Office, together with our check in the amount of \$70.00 for filing fees. Thank you for your assistance. Please call if you have any questions.

Sincerely,

Emily S. Waugh

ESW/bg

Enclosures

400002667524--5
-10/20/98--01002--006
*****70.00 *****70.00

h:\data\esw\mercer\secretary ltr re filing articles.101998.doc

RECEIVED
98 OCT 19 PM 3:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH OCT 20 1998

ARTICLES OF INCORPORATION
OF
MERCER DISTRIBUTING SERVICES, INC.

EFFECTIVE DATE
10/19/98

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective October 19, 1998.

ARTICLE I.
Name and Principal Office

The name of this Corporation shall be **MERCER DISTRIBUTING SERVICES, INC.**
The principal place of business and mailing address of this Corporation is 1247 Camellia Circle, Weston, Florida 33326.

ARTICLE II.
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 1000 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

FILED
98 OCT 20 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

Peter C. Mercer . 1247 Camellia Circle, Weston, Florida 33326

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1247 Camellia Circle, Weston, Florida 33326. The name of the initial Registered Agent of the Corporation at the above address shall be Peter C. Mercer. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have at least one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of two persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Peter C. Mercer	1247 Camellia Circle, Weston, Florida 33326
Terry Anne Mercer	1247 Camellia Circle, Weston, Florida 33326

ARTICLE X.
Officers

The Corporation shall have a president, secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	Peter C. Mercer, 1247 Camellia Circle, Weston, Florida 33326
Secretary/Treasurer	Terry Anne Mercer, 1247 Camellia Circle, Weston, Florida 33326

ARTICLE XI.
**Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the

Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII. Financial Information

The Corporation shall be required to prepare and provide financial information as requested by its shareholders.

ARTICLE XIII. Amendment

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b)

as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation as of October 14, 1998.

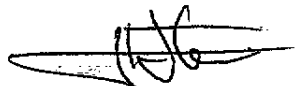


PETER C. MERCER
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD


The foregoing instrument was acknowledged before me this 14 day of October, 1998, by **Peter C. Mercer**, who is personally known to me and who did not take an oath.

M626-663-52-379-0.



Signature of Notary Public

Notary Seal/Stamp:

 Hector Evangelista
My Commission CC707016
Expires January 8, 2002

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

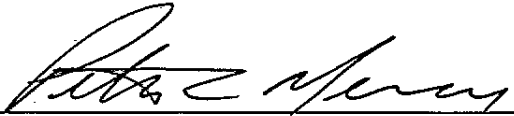
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

Mercer Distributing Services, Inc., desiring to organize as a corporation under the laws of the state of Florida, has designated 1247 Camellia Circle, Weston, Florida 33326, as its initial registered office and has named Peter C. Mercer, located at said address, as its initial Registered Agent effective October 19, 1998.


PETER C. MERCER
Incorporator

Dated October 14, 1998

Having been named Registered Agent and to accept service of process for Mercer Distributing Services, Inc., at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective October 19, 1998. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.


PETER C. MERCER
Registered Agent
Dated October 14, 1998

FILED
98 OCT 20 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA