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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)487-6891

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: THUNDER SALES CORPORATION

AUDIT NUMBER.....H98000020230

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION OF
THUNDER SALES CORPORATION**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I. NAME**

The name of this corporation shall be: Thunder Sales Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be four (4). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the Initial Board of Directors are:

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Adam Hodkin, 23280 Alora Drive, Boca Raton, FL 33433;

Lowell Kaye, c/o Drug & Cosmetic Sales Corp., 1065 S.W. 15th Avenue, Suite 7,
Delray Beach, FL 33445;

Richard Sonnenblick, c/o Drug & Cosmetic Sales Corp., 1065 S.W. 15th Avenue,
Suite 7, Delray Beach, FL 3344; and

Christopher Hibbard, c/o Drug & Cosmetic Sales Corp., 1065 S.W. 15th Avenue,
Suite 7, Delray Beach, FL 33445.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 1065 S.W. 15th Avenue, Suite 7, Delray Beach, FL 33445.

The name of the individual who shall serve as this corporation's initial registered agent at that address is Adam Hodkin.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Adam Hodkin, 23280 Alora Drive, Boca Raton, FL 33433.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these

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Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Adam Hodkin
ADAM HODKIN, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of THUNDER SALES CORPORATION. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for THUNDER SALES CORPORATION.

Adam Hodkin
ADAM HODKIN, Registered Agent of
THUNDER SALES CORPORATION.

State of Florida)
 ss:
County of Broward)

On October 29, 1998, ADAM HODKIN, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of THUNDER SALES CORPORATION.

[Signature]
NOTARY PUBLIC

My Commission Expires on:



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