

**Berger  
Davis &  
Singer**  
*Professional Association*

P98000108418

100 N. E. 1st Avenue, Suite 200  
Fort Lauderdale, Florida 33301  
Phone: 954.525.9900  
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FILED

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email at:  
rgoldston@bdsllaw.com

98 DEC 31 PM 2:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 29, 1998

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

**Re: G.E.S. Distributors, Inc.  
Our File No. 4396.001**

400002727734--8  
-12/31/98--01039--025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed for filing are the original and one copy of Articles of Incorporation for the above-referenced proposed corporation. Also enclosed is a check in the amount of \$70.00 for the filing fee.

Please return a "filed" copy to the undersigned.

Sincerely,

BERGER DAVIS & SINGERMAN

*Robin L. Goldston*  
Robin L. Goldston  
Paralegal

Encs.

cc: Ms. Debbie Connelly (w/enc.)  
Leonard K. Samuels, Esq.

DEC 31 1998  
P. Hall

**ARTICLES OF INCORPORATION  
OF  
G.E.S. DISTRIBUTORS, INC.  
A FLORIDA CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is G.E.S. Distributors, Inc.

**ARTICLE II**

**ADDRESS**

The mailing address of the Corporation is:

3050 Universal Boulevard, #190  
Weston, Florida 33331

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 100 N.E. 3<sup>rd</sup> Avenue, #400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
GERARD E. SARVIS	3050 Universal Boulevard, #190 Weston, Florida 33331
GUY REGALADO	3050 Universal Boulevard, #190 Weston, Florida 33331
GERARD E. SARVIS, JR.	3050 Universal Boulevard, #190 Weston, Florida 33331

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

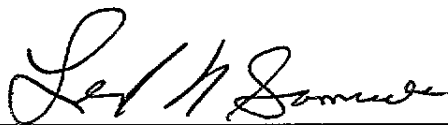
<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	Berger Davis & Singerman 100 N.E. 3 <sup>rd</sup> Avenue, #400 Fort Lauderdale, Florida 33301

**ARTICLE IX**

**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
29th day of December, 1998.

  
\_\_\_\_\_  
LEONARD K. SAMUELS  
Incorporator

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF BROWARD                )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

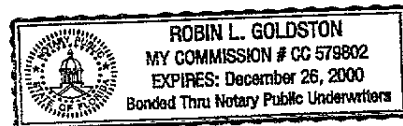
Sworn to and subscribed before me this 29th day of December, 1998, by LEONARD K. SAMUELS

(X) Personally known to me; or

( ) Produced Identification; Type of Identification produced \_\_\_\_\_

NOTARY PUBLIC:

Sign: *Robin L. Goldston*  
Print Name: Robin L. Goldston  
Commission No.: CC 579802  
My Commission Expires: 12/26/00



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of G.E.S. DISTRIBUTORS, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of G.E.S. DISTRIBUTORS, INC.

Date: December 29, 1998

*Leonard K. Samuels*  
**LEONARD K. SAMUELS**  
Initial Registered Agent