

Law Offices
of

Bartmon & Bartmon

1515 N. Federal Highway • Suite 300 • Boca Raton, Florida 33432
(561) 392-7782 • Fax: (561) 997-8907

RICHARD G. BARTMON

JOY A. BARTMON

January 27, 1999

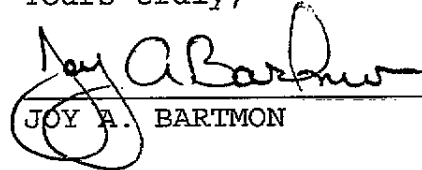
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation

To whom it may concern:

Enclosed for filing are Articles of Incorporation for
Alternate Source Distribution, Inc. and a trust account check for
the filing fees of \$122.50. Please file and send the Certificate
to my office.

Yours truly,


JOY A. BARTMON

cc: Laurence Runsdorf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 1:00

B BROWN FEB - 4 1999

ARTICLES OF INCORPORATION
OF
Alternate Source Distribution, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 1:00

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Alternate Source Distribution, Inc.

ARTICLE II

The existence of the corporation shall begin on the date of filing these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 1515 N. Federal Highway, Suite 300 Boca Raton FL 33432.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand all of which shall be Common Shares, at \$1.00 par value. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1515 N. Federal Highway, Suite, 300 Boca Raton FL 33432. The initial registered agent for the Corporation at that address is Laurence Runsdorf.

ARTICLE VI

The initial board of directors shall consist of One member. The name and address of the person who will serve on the initial board of directors is Laurence Runsdorf, 1515 N. Federal Highway, Suite 300 Boca Raton FL 33432.

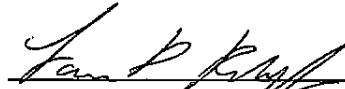
ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation is Laurence Runsdorf, 1515 N. Federal Highway, Suite 300, Boca Raton, FL 33432.

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1999.


Name: Laurence Runsdorf

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Alternate Source Distribution, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Laurence Runsdorf

Date: 1/25/99

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 FEB -1 PM 1:00