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February 16, 1999

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-02/18/99--01058--013
*****78.75 *****78.75

Dear Sirs:

Enclosed please find Articles of Incorporation for Marlin
DISTRIBUTING INC., to be filed with the Department of Corporations.
Also enclosed please find my check number 10116 in the amount of
\$78.75. This amount represents the \$70.00 filing fee, designation
of registered agent, and \$8.75 for a **certified copy** of the Articles
of Incorporation to be returned to me. For your convenience, I
have enclosed a self-addressed envelope.

Should you have any questions, please do not hesitate to contact
me.

Very truly yours,

ROY A. ALTERMAN, Esq.

RAA

Encls.

FILED
99 FEB 18 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roy Alterman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name different from certificate
DATE 2-19-99
DOC. EXAM CB

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2-19-99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARLIN DISTRIBUTING INCORPORATED

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be MARLIN DISTRIBUTING INCORPORATED, and the initial address of this corporation shall be 1290 Highway A1A, suite 101, Satellite Beach, Florida 32937.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000.00	1.00	A voting

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 1901 S. Harbor City Blvd. Melbourne, Florida 32901, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Roy A. Alterman, ESQ..

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The names and addresses of the first directors of the corporation who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
<u>Wendall Strodderd</u>	<u>1290 Highway A1A, Suite 101,</u> <u>Satellite Beach, Florida 32937</u>
<u>Allan W. Lee</u>	<u>1290 Highway A1A, suite 101,</u> <u>Satellite Beach, Florida 32937</u>

ARTICLE VIII

The name and address of the Incorporator is Wendall Strodderd
1290 Highway A1A, suite 101, Satellite Beach, Florida 32937.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any

way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

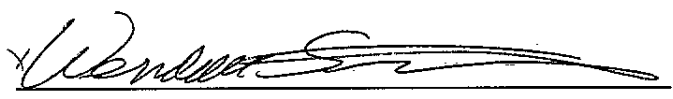
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of February, 1999.


_____, Incorporator

FILED
99 FEB 18 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.050, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent in the State of Florida:


The name of the corporation is: Marlin Distributing Incorporated.

The name of the Registered Agent is: Roy A. Alterman, Esq.

The address of the Registered Agent/Registered Office is:
1901 S. Harbor City Boulevard, suite 600, Melbourne, Florida 32901.

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this appointment as Registered Agent and agree to act in this 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 Registered Agent.



Roy A. Alterman, Esq.

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