



THE UNITED STATES
CORPORATION
COMPANY

P99000046820

FILED

99 MAY 24 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 250527 7185007

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : May 24, 1999

ORDER TIME : 8:54 AM

ORDER NO. : 250527-005

CUSTOMER NO: 7185007

500002884165--3

CUSTOMER: Mr. Barry A. Schwartz
MR. BARRY A. SCHWARTZ
MR. BARRY A. SCHWARTZ
Apartment 206
7910 West Drive
Miami, FL 33141

DOMESTIC FILING

NAME: SMARTCHOICE DISTRIBUTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

99 MAY 24 PM 12:06

RECEIVED

5/24/99

ARTICLES OF INCORPORATION
OF
SMARTCHOICE DISTRIBUTION, INC.

FILED
99 MAY 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SMARTCHOICE DISTRIBUTION, INC.

The address of the principal office of this corporation shall be 7910 West Drive, Apartment 206, North Bay Village, Florida 33141, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Barry A. Schwartz	7910 West Drive; Apartment 206
Dir.	North Bay Village, FL 33141

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on May 24, 1999.

Laura R. Dunlap
Its Incorporator, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

KLL/ANGIE GLISAR

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