



THE UNITED STATES
CORPORATION
COMPANY

P99000060432

ACCOUNT NO. : 072100000032

REFERENCE : 292857 7186382

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1999

ORDER TIME : 2:46 PM

ORDER NO. : 292857-005

CUSTOMER NO: 7186382

CUSTOMER: Mr. Bill Baker
CORNERSTONE MANAGEMENT GROUP
CORNERSTONE MANAGEMENT GROUP
955 Bolender Drive

Delray Beach, FL 33483

DOMESTIC FILING

NAME: XL DISTRIBUTORS, 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: Janna Wilson

EXAMINER'S INITIALS

99 JUL -6 AM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED
99 JUL -6 PM 3:53
TALLAHASSEE, FLORIDA

PH
7/7/99

**ARTICLES OF INCORPORATION
OF
XL DISTRIBUTORS, INC.**

FILED
99 JUL -6 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the corporation shall be XL Distributors, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida business corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the corporation is 955 Bolender Drive, Delray Beach, FL 33483.

ARTICLE IV: TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 955 Bolender Drive Delray Beach, Florida 33483. The name of the initial registered agent at that address is Patricia Wilson.

ARTICLE VII: BOARD OF DIRECTORS & OFFICERS

The corporation shall have an initial board of directors of one (1) member. The number of directors may be amended at any time but in no event shall there be less than one director. The initial director shall be:

Patricia Maloney 6 Lakeshore Drive Newtown Square, Pennsylvania 19073

The corporation shall have an initial officer of one (1) member. The number of officers may be amended at any time but in no event shall there be less than one officer. The initial officer listed below shall be President, Secretary and Treasurer:

William Baker 955 Bolender Drive, Delray Beach, FL 33483

ARTICLE VIII: MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be exercised by the shareholders and not by the directors.

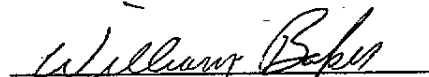
ARTICLE IX: INCORPORATOR

FILED
99 JUL -6 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


The name and address of the person signing these Articles of Incorporation as
Incorporator is:

William Baker
955 Bolender Drive
Delray Beach, FL 33483

IN WITNESS WHEREOF< the undersigned Incorporator executed these Articles of
Incorporation this 28th day of June, 1999.


William Baker

The undersigned, named as the registered agent in Article VI of these Articles of
Incorporation, hereby accepts the appointment as such registered agent, and
acknowledges that she is familiar with and accepts the obligations imposed upon
registered agents under the Florida Business Corporation Act, including specifically
section 607.325.


William Baker