

P99000084773

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000023943 6))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 SEP 24 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

s & d distributing, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

9/24/99

H99000023943

ARTICLES OF INCORPORATION

OF

S & D DISTRIBUTING, INC.

ARTICLE I

The name of this corporation (which is hereinafter called the "corporation") is:

S & D DISTRIBUTING, INC.

ARTICLE II

The general nature of the business to be transacted and the object and purposes for this corporation shall be unlimited as the laws of the State of Florida may allow.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a par value of \$1.00. The consideration to be paid for each share shall not be less than \$1.00 in money, property or services.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial address of the corporation shall be:

3321 Harding Street
Hollywood, Florida 33021

The Registered Agent for said corporation shall be: SHANE E. DEMPSEY, whose law office address is 3321 Harding Street, Hollywood, FL 33021.

H99000023943

FILED
99 SEP 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

H99000023943

This corporation shall have one director. The number of directors may be increased or diminished from time to time in the manner provided for in the by-laws of the corporation, but shall never be less than one (1) nor more than fifteen (15).

ARTICLE VII

The name and street addresses of the members of the Board of Directors is:

SHANE E. DEMPSEY
3321 Harding Street
Hollywood, Florida 33021

ARTICLE VIII

The officers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHANE E. DEMPSEY, PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER	3321 Harding Street Hollywood, FL 33021

The said Directors and Officers shall hold office for the first year of the corporation or until their successors are elected or appointed and shall have qualified; provided, that nothing herein contained shall be construed as prohibiting the Directors of the corporation from filling vacancies in the offices caused by the resignation, death or removal of Directors or Officers. The name and address of the person signing these Amended Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
SHANE E. DEMPSEY	3321 Harding Street Hollywood, Florida 33021

H99000023943

H99000023943

ARTICLE IX

The corporation reserves the right from time to time to amend, alter or appeal any provisions in its Articles of Incorporation to any manner now or hereafter permitted by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

The initial by-laws shall be adopted by the Board of Directors. The by-laws may contain any provision for the regulation and management of the affairs of the corporation not in consistent with Statute or with these Articles of Incorporation.

ARTICLE XI

Corporate existence shall begin upon the filing of the Articles of Incorporation with the Department of State of the State of Florida, or upon filing with the Secretary of State's office within (5) days of the date of notarization.

ARTICLE XII

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director or Officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individually or jointly, may be a party to, or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is a party in any way connected with such person, firm or corporation and every person who may be director or officer of this corporation is hereby relieved from any liability that might otherwise exist

-3-

H99000023943

H99000023943

from contracting with this corporation for the benefit of himself or any firm, association, or a corporation in which he may be in any way interested.

ARTICLE XIII

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

The Articles of Incorporation were adopted on September 23, 1999 by the Board of Directors without shareholder action as no shareholder action was required.

IN WITNESS WHEREOF, I the undersigned sole officer and director, have hereunto set my hand and seal this 23 day of September, 1999.

 (SEAL)
SHANE E. DEMPSEY (President)

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared SHANE E. DEMPSEY, who acknowledged before me that he signed the foregoing Article of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of Pembroke Pines, County of Broward, State of Florida, this 23 day of September, 1999.

MY COMMISSION EXPIRES:


NOTARY PUBLIC, STATE OF FLORIDA



Susan Rasko
Commission # CC 794922
Expires DEC. 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

ACKNOWLEDGMENT BY REGISTERED AGENT

SHANE E. DEMPSEY, having been named in the Articles of Incorporation to accept

H99000023943

H99000023943

service of process for the above named corporation at the place designated herein, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.


SHANE E. DEMPSEY

FILED
99 SEP 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000023943