

999000103876

November 19, 1999

Ms. Katherine Harris  
Secretary of State  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-11/24/99--01050--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

EFFECTIVE DATE  
11-19-99

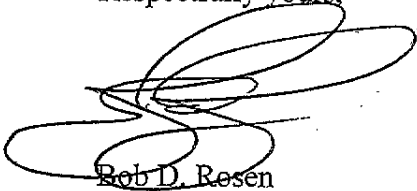
**SUBJECT: Gulf Distribution Center, Inc.**

Dear Ms. Harris:

Enclosed please find a check in the amount of \$87.50 to cover the Filing Fee, Certified Copy, and Certificate of Status for incorporating under the name **Gulf Distribution Center, Inc.**

I have enclosed the original and one copy of the Articles of Incorporation.

Respectfully yours,



Bob D. Rosen  
Incorporator  
**Gulf Distribution Center, Inc.**  
5001 L. B. McLeod Road  
Orlando, FL 32811

99 NOV 24 AM 9:32  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5001 L.B. McLeod Road  
Orlando, FL 32811  
407-297-1004  
Fax: 407-297-3835

S. Thompson DEC 01 1999

EFFECTIVE DATE

11-19-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GULF DISTRIBUTION CENTER, INC.**

**The undersigned** incorporators make, subscribe, acknowledge, and file with the Department of State of the State of Florida the Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I : NAME**

The name of this Corporation is **Gulf Distribution Center, Inc.**, with a principal office and mailing address of 5001 L.B. McLeod Road, Orlando, Florida 32811.

**ARTICLE II : TERMS OF EXISTENCE**

This Corporation shall commence as of the date of the completed execution, acknowledgment, and filing date by the Secretary of State of Florida of these Articles and shall have perpetual existence.

**ARTICLE III : NATURE OF BUSINESS**

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV : CAPITAL STRUCTURE**

The total number of shares of capital stock authorized to be issued by the Corporation will be ten thousand (10,000) shares of common stock of the same class, having a par value of no par per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

**ARTICLE V : INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation is 226 Hillcrest Street, Orlando, Florida 32801; and the name of the initial registered agent of this Corporation at that address is James M. Magee. The Board of Directors may, from time to time, move the principal office to any other address.

## **ARTICLE VI : BOARD OF DIRECTORS**

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

## **ARTICLE VII : INITIAL BOARD OF DIRECTORS**

The name and street address of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the Laws of the State of Florida, shall hold office until the first annual meeting of the Shareholders or until his/her successor is elected and qualifies, or until his/her resignation, removal from office, or death are:

Bob D. Rosen  
5001 L.B. McLeod Road  
Orlando, FL 32811

## **ARTICLE VIII : INCORPORATORS**

The name and address of the incorporators of these Articles of Incorporation are :

Bob D. Rosen  
5001 L.B. McLeod Road  
Orlando, FL 32811

## **ARTICLE IX : BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors or the Shareholders.

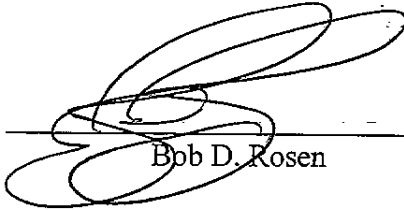
## **ARTICLE X : INDEMNIFICATION**

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

## **ARTICLE XI : AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, any right conferred upon the shareholders are subject to this resolution.

IN WITNESS WHEREOF, the Incorporators have executed these Articles this 19<sup>th</sup> day of November, 1999

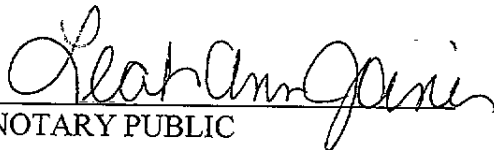
  
\_\_\_\_\_  
Bob D. Rosen

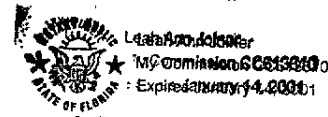
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**STATE OF FLORIDA  
COUNTY OF ORANGE**

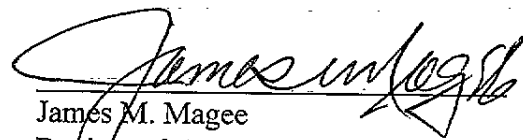
Before me, the undersigned authority, personally appeared Bob D. Rosen, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State named above, this 19<sup>th</sup> day of November, 1999.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires:



Having been named to act as Registered Agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
James M. Magee  
Registered Agent  
**Gulf Distribution Center, Inc.**  
November 19<sup>th</sup>, 1999