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AquaFiber Packaging Corporation

1150 Louisiana Ave., Suite 5C
Winter Park, FL 32789
(407) 599-1902 or (407) 599-1903 fax

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

10 October, 2001

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*****43.75 *****43.75

Dear Sir or Madame:

Enclosed is our check for \$43.75 to cover the expense of recording and filing our requested Amended and Restated Articles of Incorporation (also enclosed). Please provide us with a certified copy of this transaction.

Should the State need to contact us via e-mail, please mail to:
globalex@iag.net, otherwise please use the information above.

Thank you.

Sincerely,



G. Thomas Bland, Jr.
President & CEO

FILED
01 OCT 12 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

T BROWN OCT 16 2001

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

AQUAFIBER PACKAGING CORPORATION

FILED
01 OCT 12 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. Thomas Bland, Jr., being the President and Chief Executive Officer of **AQUAFIBER PACKAGING CORPORATION**, a Florida corporation (the "Corporation"), hereby certifies that:

1. The name of the corporation is **AQUAFIBER PACKAGING CORPORATION**. The corporation was incorporated effective March 16 , 2000.

2. The text of the Articles of Incorporation of the corporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I - NAME

The name of the corporation is **AQUAFIBER PACKAGING CORPORATION** (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 1150 Louisiana Avenue, Suite 5C, Winter Park, Florida 32789.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is 2940 DeBrocy Way, Winter Park, Florida 32792. The name of its registered agent at that address is G. Thomas Bland, Jr.

ARTICLE V - CAPITAL STOCK

1. Authorized Capital Stock.

(A) The maximum aggregate number of shares of common stock, par value of \$.001 per share (the "Common Stock"), that this Corporation shall have authority to issue is 20,000,000 shares.

(B) The maximum aggregate number of shares of "blank check" preferred stock, par value \$.001 per share (the "Preferred Stock"), that this Corporation shall have authority to issue is 10,000,000 shares.

(C) No fractional shares shall be issued.

(D) No shareholder of any stock of the Corporation shall have preemptive rights.

2. Blank Check Preferred Stock.

(A) Authority is hereby vested in the Board of Directors of the Corporation to provide from time to time for the issuance of Preferred Stock in one or more series and, in connection therewith, to fix by resolution providing for the issue of such series the number of shares to be included and such of the designations, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions of such series, including, without limitation, voting rights or limitations, rights of redemption or conversion into Common Stock, to the fullest extent now or hereafter permitted by the Florida Business Corporation Act.

(B) Shares of any series of Preferred Stock that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

3. **Series A Convertible Preferred Stock.**

Of the 10,000,000 shares of Preferred Stock authorized for issuance, 7,000,000 shares are hereby designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock"). The powers, designations, preferences and relative, participating, optional or other special rights of the Series A Preferred Stock authorized hereunder, and the qualifications, limitations and restrictions of such preferences and rights, are as follows:

(A) **Dividends.** The holders of shares of Series A Preferred Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding), or otherwise. No dividend or distribution shall be declared without the unanimous consent of the Board of Directors of the Corporation. Dividends declared on the Preferred Stock may differ from and may exceed dividends declared on the Common Stock; provided, however, no dividend or distribution shall be paid on any Common Stock at a rate that is greater than the rate at which dividends or distributions are paid on the Series A Preferred Stock (based on the number of shares of Common Stock into which the Series A Preferred Stock is convertible on the date such dividend or distribution is declared).

(B) **Voting.** Except as otherwise required by law or as set forth herein, the Series A Preferred Stock shall be non-voting.

(C) **Liquidation.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary ("Liquidation"), each holder of Series A Preferred Stock shall be entitled to be paid, out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock, *pari passu* with any payment or declaration made in respect of the Common Stock upon Liquidation. If, upon the occurrence of such an event, the assets and funds of the Corporation thus distributed to the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed *pro rata* among the holders of the Common Stock and Series A Preferred Stock. A Liquidation shall be deemed to have occurred if the Corporation shall reorganize its capital, reclassify its capital stock, consolidate or merge with or into another entity (where the Corporation is not the survivor or where there is a change in or distribution with respect to the Common Stock), sell, convey, transfer or otherwise dispose of all or substantially all of its capital stock, property, assets or business to another entity, or effectuate a transaction or series of related transactions in which more than **Fifty Percent [50%]** of the voting power of the Corporation is disposed of.

(D) **Conversion.** The holders of shares of Series A Preferred Stock shall have the following conversion rights:

(i) Conversion:

(a) *Voluntary.* Subject to the terms and conditions of this Section 3(d), at any time after the date hereof, the holders of not less than a majority of the then outstanding shares of Common Stock shall have the right, at their option at any time, to convert all shares of Series A Preferred Stock then outstanding held by all of the holders of Series A Preferred Stock into fully paid and nonassessable shares of Common Stock, at a rate equal to one share of Common Stock for each share of Series A Preferred Stock then outstanding (the "Conversion Rate").

(b) *Mandatory.* If at any time the Corporation shall effect an underwritten initial public offering of the Common Stock (an "IPO"), then effective upon the closing of such IPO all outstanding shares of Series A Preferred Stock shall automatically convert, without further act of the Corporation, the holders of Series A Preferred Stock or the Corporation's other shareholders, to shares of Common Stock at the Conversion Rate.

(c) *Mechanics of Conversion.* Conversion shall be effected by the Corporation giving written notice that either (i) the holders of Common Stock have elected to convert the Series A Preferred Stock in accordance with Section (3)(D)(i)(a) above, or (ii) the Corporation has effected an IPO, and by surrender of a certificate or certificates for the shares so to be converted to the Corporation at its principal office (or such other office or agency of the Corporation as the Corporation may designate by notice in writing to the holders of the Series A Preferred Stock) at any time during its usual business hours on the date set forth in such notice. Promptly after the receipt of the written notice, holders of Series A Preferred Stock shall surrender their certificates for the shares of Series A Preferred Stock to the Corporation, whereupon the Corporation shall issue and deliver, or cause to be issued and delivered, to the holders, registered in such name or names as such holders may direct, certificates for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series A Preferred Stock, together with any cash dividends and payment in lieu of fractional shares to which such holders may be entitled pursuant hereto. To the extent permitted by law, such conversion shall be deemed to have been effected as of the close of business on the date on which such written notice of conversion shall have been delivered to the holders of Series A Preferred Stock, and at such time the rights of the holders of such shares of Series A Preferred Stock shall cease, and the persons in whose name or names any certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holders of record of the shares represented thereby.

(ii) Conversion Rate Adjustments. If the Corporation shall (a) declare a dividend or make a distribution on its Common Stock in shares of its Common Stock, (b) subdivide or reclassify the outstanding shares of Common Stock into a greater number of shares, or (c) combine or reclassify the outstanding Common Stock into a smaller number of shares, the Conversion Rate in effect at the time of the record date for such dividend or distribution or the effective date of such subdivision, combination or reclassification shall be proportionately adjusted so that the holder of any shares of Series A Preferred Stock surrendered for conversion after such date shall be entitled to receive the number of shares of Common Stock which he

would have owned or been entitled to receive had such **Series A Preferred Stock** been converted immediately prior to such date. Successive adjustments in the **Conversion Rate** shall be made whenever any event specified above shall occur.

(iii) Valid Issuance. All shares of Common Stock which may be issued upon conversion of the shares of Series A Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Price to be less than the par value, if any, of the Common Stock).

(iv) Fractional Shares; Dividends. No fractional shares shall be issued upon conversion of Series A Preferred Stock into Common Stock and no payment or adjustment shall be made upon any conversion on account of any cash dividends on the Common Stock issued upon such conversion. At the time of each conversion and subject to the ability of the Corporation to pay dividends in the Corporation's stock, the Corporation shall pay in cash an amount equal to all dividends accrued and unpaid on the shares of Series A Preferred Stock surrendered for conversion to the date upon which such conversion is deemed to take place. If any fractional share of Common Stock would, except for the provisions of the first sentence of this subsection (iv), be delivered upon such conversion, the Corporation, in lieu of delivering such fractional share, shall pay to the holder surrendering the Series A Preferred Stock for conversion an amount in cash equal to the current market price of such fractional share as determined in good faith by the Board of Directors of the Corporation.

(v) Stock to be Reserved. The Corporation will at all times reserve and keep available out of its authorized Common Stock solely for the purpose of issuance upon the conversion of Series A Preferred Stock as herein provided, such number of shares of Common Stock as shall then be issuable upon the conversion of all outstanding shares of Series A Preferred Stock. The Corporation covenants that all shares of Common Stock which shall be so issued shall be duly and validly issued and fully paid and non-assessable and free from all taxes, liens and charges with respect to the issue thereof. The Corporation will take all such action as may be necessary to assure that all such shares of Common Stock may be so issued without violation of any applicable law or regulation, or of any requirement of any national securities exchange upon which the Common Stock may be listed. The Corporation will not take any action which results in any adjustment of the Conversion Rate if the total number of shares of Common Stock issued and issuable after such action upon conversion of the Series A Preferred Stock would exceed the total number of shares then authorized by the Articles of Incorporation.

(vi) Issue Tax. The issuance of certificates for shares of Common Stock upon conversion of Series A Preferred Stock shall be made without charge to the holders thereof for any issuance tax in respect thereof, provided that the Corporation shall not be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of any certificate in a name other than that of the holder of the Series A Preferred Stock which is being converted.

(vii) Closing of Books. The Corporation will at no time close its transfer books against the transfer of any Series A Preferred Stock or of any shares of Common Stock issued or issuable upon the conversion of any shares of Series A Preferred Stock in any manner which interferes with the timely conversion of such Series A Preferred Stock, except as may otherwise be required to comply with applicable securities laws.

(E) Redemption.

(i) Redemption. Commencing , 2002, the Corporation may periodically offer to redeem any or all of the then outstanding Series A Preferred Stock, which offer may be accepted or rejected by holders of Series A Preferred Stock, in whole or in part, in their sole discretion. The Corporation shall provide written notice of any such redemption offer (the "Redemption Notice") to holders of Series A Preferred Stock, setting forth the per share Redemption Price (defined below) and the last possible date on which holders of Series A Preferred Stock may accept or reject the Redemption Offer (the "Redemption Date"), which date shall be stated in the Redemption Notice and shall not be less than thirty (30) calendar days from the deemed delivery date of the Redemption Notice. A holder of Series A Preferred Stock shall exercise his rights to accept the Corporation's redemption offer by delivering to the Corporation notice of such holder's acceptance of the redemption offer no later than the Redemption Date, which notice must include the number of Series A Preferred Stock the holder desires to sell back to the Corporation. Failure to deliver to the Corporation notice of acceptance of the redemption offer within the foregoing time frame will be deemed a rejection of the Corporation's redemption offer. All notices required to be delivered hereunder shall be deemed delivered to the addressee three (3) business days from the date such notice is deposited in the United States mail, registered or certified return receipt requested, and addressed, if to the holder of Series A Preferred Stock, at the last address for such holder shown in the Corporation's record of shareholders, and if to the Corporation, at the Corporation's headquarters, attention: Chief Executive Officer. The rejection of the Corporation's redemption offer shall not preclude a holder of Series A Preferred Stock from participating in any subsequent redemption offers made by the Corporation. As used herein, the Redemption Price for Series A Preferred Stock shall be equal to: The greater of current book value per share or an amount determined by the Corporation's Board of Directors prior to such a redemption offer.

(ii) Method of Payment. The Corporation shall pay an aggregate amount for all shares of Series A Preferred Stock to be redeemed hereunder (the "Redemption Payment"), calculated by multiplying the number of shares so redeemed by the applicable Redemption Price, not later than fifteen (15) calendar days from the Redemption Date by

payment of the Redemption Price by bank cashiers' or certified check payable to the applicable holders of the Series A Preferred Stock or wire transfer of immediately available funds to accounts designated by such holders. From and after the close of business on the Redemption Date, unless there shall have been a default in the payment of the Redemption Price, all rights of the holders of the Series A Preferred Stock accepting the redemption offer, (except the right to receive the Redemption Payment) shall cease with respect to the shares to be redeemed on such Redemption Date, and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of shares of Series A Preferred Stock on the Redemption Date are insufficient to redeem the total number of shares of Series A Preferred Stock to be redeemed on the Redemption Date, the holders of such shares shall share ratably in any funds legally available for redemption of such shares according to the respective amounts which would be payable to them if the full number of shares to be redeemed on the Redemption Date were actually redeemed. The shares of Series A Preferred Stock required to be redeemed but not so redeemed shall remain outstanding and entitled to all rights and preferences provided herein. At any time thereafter when additional funds of the Corporation are legally available for the redemption of such shares of Series A Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of such shares, or such portion thereof for which funds are then legally available, on the basis set forth above.

(iii) Delivery of Series A Preferred Stock. The holders of Series A Preferred Stock whose shares are to be redeemed pursuant to this Section 3(E) shall deliver to the Corporation, against receipt of the Redemption Payment, all of their shares of Series A Preferred Stock to be redeemed, duly endorsed in blank for transfer or accompanied by a duly executed stock power with the signature of the record owner guaranteed by a bank.

(F) No Preemptive Rights. No holder of the Series A Preferred Stock shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional shares of any class, whether now or hereinafter authorized, or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class, but all such new or additional shares of any class or bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares may be issued and disposed of by the Board of Directors on such terms and for such consideration (to the extent permitted by law), and to such person or persons as the Board of Directors in their absolute discretion may deem advisable.

ARTICLE VI - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify

any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


The foregoing Amended and Restated Articles of Incorporation of this Corporation were duly approved by the Board of Directors by unanimous written consent dated August, 2000.

The foregoing Amended and Restated Articles of Incorporation of this Corporation were duly approved by all of the holders of the Corporation's issued and outstanding capital stock, by written consent dated August, 2000.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Amended
and
Restated Articles of Incorporation this 10th day of October, 2001.

AQUAFIBER PACKAGING CORPORATION

By:


G. Thomas Bland, Jr.
President & CEO

State of Florida
County of Orange

Sworn to before me this 10th day
of October 2001. Mr. Bland is
personally known to me and
take an oath.

