

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-1171  
904-222-1111 FAX

800-342-8086



*Handwritten:* P9600000563

ACCOUNT NO. : 072100000032

REFERENCE : 785616 8380A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 20, 1995

ORDER TIME : 10:26 AM

ORDER NO. : 785616

CUSTOMER NO: 8380A

CUSTOMER: J. Gregory Humphries, Esq  
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

700001673027  
-12/28/95--01059--030  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: INTERNATIONAL CONTAINER  
SYSTEMS, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

*Handwritten initials:* [Signature]

**T. BROWN JAN - 3 1996**

FILED  
95 DEC 28 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 DEC 28 PM 12:07  
DIVISION OF CORPORATION



RECEIVED

96 JAN -2 1996  
FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

December 29, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

*Please give the 28th file date*

SUBJECT: INTERNATIONAL CONTAINER SYSTEMS, INC.  
Ref. Number: W95000025125

*it was submitted on the 28th*

We have received your document for INTERNATIONAL CONTAINER SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 495A00055674

# SMITH, WILLIAMS & HUMPHRIES

ATTORNEYS AT LAW

MARGARET R. BOWLES  
REBECCA H. FOREST  
ROBERT L. HARRING  
J. GREGORY HUMPHRIES\*  
DANIEL W. KING  
CAROL H. T. KIRKWOOD  
GREGORY H. MIKUZWINSKI  
STANLEY T. PADGITT  
NEAL A. SIVYER  
DAVID LESLIE SMITH  
GREGORY L. WILLIAMS

\*ALSO ADMITTED VA BAR

201 EAST PINE STREET  
SUITE 701  
ORLANDO, FLORIDA 32801

(407) 849-5151

FAX (407) 843-4076

TAMPA OFFICE:

OLD HYDIE PARK  
712 SOUTH OREGON AVENUE  
TAMPA, FLORIDA 33606  
(813) 253-5400  
FAX (813) 254-3459

PLEASE REPLY TO ORLANDO

December 27, 1995

**Via Hand Delivery of CSC Networks**

Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: International Container Systems, Inc.;  
Our Client No. 784-1

Gentlemen:

Enclosed are original Articles of Incorporation and one copy for the above-referenced corporation along with our firm's check in the amount of \$122.50 representing the fees required for the following:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$122.50

I have also enclosed a copy of the merger certificate from the State of Delaware which indicates the foreign corporation "International Container Systems, Inc." (ICS) was merged with and into Polymer International Corp. on July 20, 1994. Therefore, we feel that no other fees should be required with respect to the old ICS's withdrawal of authority to do business as we are forming a new Florida corporation entitled International Container Systems, Inc. which will be 100% owned by the same Polymer International Corp. which is also authorized to do business in Florida.

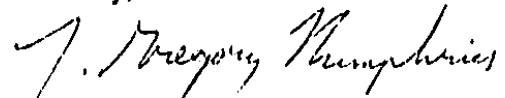
I would appreciate your filing the above Articles, and releasing the certified copy to CSC Networks as soon as possible.

Florida Department of State  
Page 2  
December 27, 1995

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If you have any questions or need additional information, please contact me at the above-listed Orlando number.

Sincerely,



J. Gregory Humphries

JGH/kk  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
FLORIDA INTERNATIONAL CONTAINER SYSTEMS, INC.**

**FILED**  
**95 DEC 28 PM 12:53**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

FLORIDA INTERNATIONAL CONTAINER SYSTEMS, INC.

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Department of Corporation for the State of Florida and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

**General Powers**

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

**ARTICLE V**  
**Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 201 East Pine Street, Suite 701, Orlando, Florida 32801, and the name of the corporation's registered agent is J. Gregory Humphries. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 5401 West Kennedy Blvd., Suite 760, Tampa, Florida 33609.

**ARTICLE VII**  
**Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as the sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Lloyd W. Jones	5401 West Kennedy Blvd., Suite 760, Tampa, Florida 33609

**ARTICLE VIII  
Incorporator**

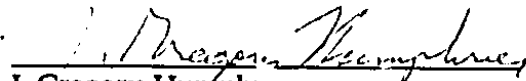
The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
J. Gregory Humphries	201 East Pine Street, Suite 701 Orlando, Florida 32801

**ARTICLE IX  
Amendment of Articles of Incorporation**

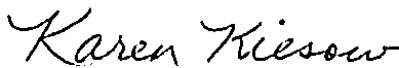
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
J. Gregory Humphries

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of December, 1995, by J. Gregory Humphries, who is personally known to me ~~(or who has produced \_\_\_\_\_ as identification)~~ and who did (did not) take an oath.

  
\_\_\_\_\_  
Notary Public - State of Florida





**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
95 DEC 28 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: FLORIDA INTERNATIONAL CONTAINER SYSTEMS, INC. (the "Corporation") desiring to organize as a domestic corporation or quarry under the laws of the State of Florida has named and designated J. Gregory Humphries as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 East Pine Street, Suite 701, Orlando, Florida 32801.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27<sup>th</sup> day of December, 1995.

  
\_\_\_\_\_  
J. Gregory Humphries

P96000000563

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0071  
904-222-1911

8071 0008

RECEIVED

96 JAN 31 PM 12:06

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032  
REFERENCE : 026343 4359400  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : January 31, 1996  
ORDER TIME : 10:37 AM  
ORDER NO. : 026343  
CUSTOMER NO: 4359400

000001702820  
-01/31/96--01054--035  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CUSTOMER: J. Gregory Humphries, Esq  
Smith Williams & Humphries  
201 East Pine, Suite 701  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: FLORIDA INTERNATIONAL  
CONTAINER SYSTEMS, INC.

FILED  
96 JAN 31 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: SEBRENA RANDOLPH

EXAMINER'S INITIALS:

*Name Change*  
*1/31/96*  
*DR*

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
FLORIDA INTERNATIONAL CONTAINER SYSTEMS, INC.

FILED  
96 JAN 31 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of Florida International Container Systems, Inc. were filed with and approved by the Secretary of State of Florida on December 28, 1995; and

WHEREAS, it is the intention of the Sole Director and the Sole Shareholder of Florida International Container Systems, Inc. that the Articles of Incorporation of Florida International Container Systems, Inc. be amended effective January 26, 1996, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of Florida International Container Systems, Inc. hereinafter set forth was approved by the Sole Director and the Sole Shareholder of Florida International Container Systems, Inc. pursuant to the provisions of Florida Statutes, Section 607.1006, on the 26th day of January, 1996; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of Florida International Container Systems, Inc. are hereby amended effective January 26, 1996, by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

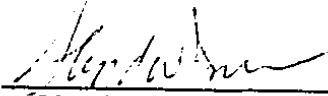
"ARTICLE I

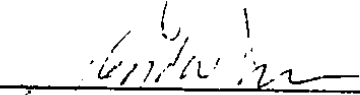
The name of the corporation shall be:

INTERNATIONAL CONTAINER SYSTEMS, INC."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of Florida International Container Systems, Inc. by its President and Secretary this 26th day of January, 1996.

FLORIDA INTERNATIONAL  
CONTAINER SYSTEMS, INC.

By:   
Lloyd W. Jones, President

By:   
Lloyd W. Jones, Secretary

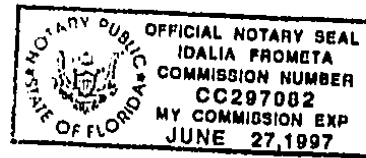
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of January, 1996, by Lloyd W. Jones, as President and Secretary of the corporation, who is personally known to me (or who has produced \_\_\_\_\_ as identification) and who did (did not) take an oath.

SEAL

*Idalia Frometa*  
Printed Name: \_\_\_\_\_  
Notary Public - State of Florida  
Expires:



AFFIDAVIT

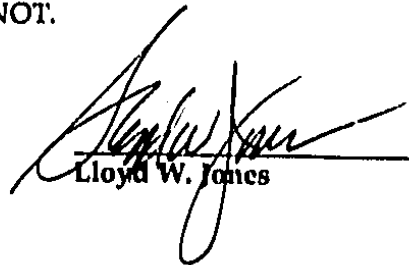
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

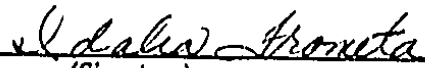
BEFORE ME, the undersigned authority, on this day personally appeared Lloyd W. Jones, who, after being first duly sworn, deposes and says that:

1. My name is Lloyd W. Jones, I am sui juris, and the facts stated herein are true and correct, to the best of my knowledge and belief.
2. I am the ~~the~~ President of Polymer International Corp., a Delaware corporation.
3. On July 20, 1994, International Container Systems, Inc., a Delaware corporation authorized to do business in the State of Florida, was merged with and into said Polymer International Corp.
4. Said International Container Systems, Inc. was involuntarily dissolved in the State of Florida for failure to file an Annual Report on August 25, 1995.
5. Florida International Container Systems, Inc., a Florida corporation, was duly formed on December 28, 1995 and assigned document No. P9600000563.
6. Polymer International Corp. has no objection to Florida International Container Systems, Inc. changing its name to or using the name of International Container Systems, Inc. immediately, thereby waiving the State of Florida's standard waiting period of one year from date of dissolution of a corporation before the name can be used again.

FURTHER AFFIANT SAYETH NOT.

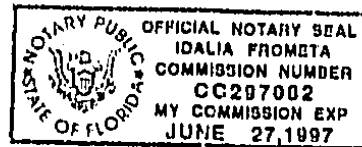
  
\_\_\_\_\_  
Lloyd W. Jones

SWORN TO AND SUBSCRIBED before  
me this 22<sup>nd</sup> day of January, 1996.

  
\_\_\_\_\_  
(Signature)

Notary Public - State of Florida

\_\_\_\_\_  
(Printed Name)



Serial Number, if any

Personally known

OR

Produced \_\_\_\_\_ as Identification