

P96000086230

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Rutland Plastics, Inc. P96-86230
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
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(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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-09/19/02--01056--009
*****43.75 *****43.75

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

G. Coulliette SEP 20 2002

Examiner's Initials



Resubmit

FLORIDA DEPARTMENT OF STATE

Jim Smith

Secretary of State

September 19, 2002

Please back late

CAPITOL SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: RUTLAND PLASTICS, INC.

Ref. Number: P96000086230

We have received your document for RUTLAND PLASTICS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 002A00053512

Thank

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DIVISION OF CORPORATIONS

ARTICLES OF RESTATEMENT AND AMENDMENT

OF

RUTLAND PLASTICS, INC.

Document Number P96000086230

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02 SEP 19 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "Corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the Corporation is Rutland Plastics, Inc.
2. The text of the Restated Articles of Incorporation of the Corporation, as amended hereby, is annexed hereto and made a part hereof.

* * * * *

CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the Corporation requiring shareholder approval.
2. Articles II, III, IV & V of the Articles of Incorporation of the Corporation are hereby amended so as henceforth to read as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof. Article VI of the original Articles of Incorporation is being deleted and Article VII of the original Articles of Incorporation is being renumbered Article VI as set forth in the Restated Articles of Incorporation annexed hereto and made a part hereof.
3. The date of adoption of the aforesaid amendments was September 18, 2002.
4. The amendments and restatement was approved by a majority of the Class A Common Shareholders and the sole Class B Common Shareholder.
5. The number of votes cast for the said amendments and restatement by the Class A Common Shareholders and the Class B Common Shareholder was sufficient for the approval thereof.

* * * * *

Executed on September 18 2002.

RUTLAND PLASTICS, INC

Michael J. Vaden

Name: Michael T. Vaden

Title: President & Chief Executive Officer

RESTATED ARTICLES OF INCORPORATION
OF
RUTLAND PLASTICS, INC.

ARTICLE I

The name of the corporation is Rutland Plastics, Inc. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 10021 Rodney Street, Pineville, North Carolina 28134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

A. Authorized Shares. The total number of shares of all classes which this Corporation shall have authority to issue is Twenty Million (20,000,000) shares of Common Stock ("Common Stock") of the par value of \$.001 per share. Such shares of Common Stock are sometimes hereinafter collectively referred to as the "Capital Stock."

B. Dividends. Each share of Common Stock shall be entitled to share in dividends ratably with all other shares of Common stock then outstanding, when, if and as such dividends are declared paid.

C. Liquidation Rights. After payment or provision for payment of the debts and other liabilities of this Corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of this Corporation, the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of this Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common stock held by them.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than ten percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

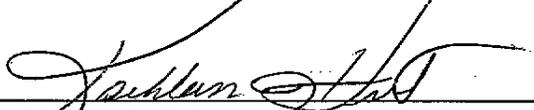
The street address of the Corporation's registered office in the State of Florida is 1406 Hays Street, Suite #2, Tallahassee, Florida 32301, and the name of its registered agent is National Corporate Research, Ltd.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

National Corporate Research, Ltd., Inc.



Kathleen J. Hill, Process Agent
Registered Agent

Date:

9/29/02