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**HOBBY & BEUSSE**  
ATTORNEYS AND COUNSELORS AT LAW  
157 EAST NEW ENGLAND AVENUE  
SUITE 375  
WINTER PARK, FLORIDA 32789  
(407) 844-8888 FAX (407) 845-3200  
PATENTS, TRADEMARKS, COPYRIGHTS  
December 17, 1996

WILLIAM M. HOBBY III  
JAMES H. BEUSSE

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-12/19/96--01085--012  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Articles of Incorporation for:  
ABC DEVELOPMENT, INC.

EFFECTIVE DATE:  
12-30-96

Dear Sir/Madam:

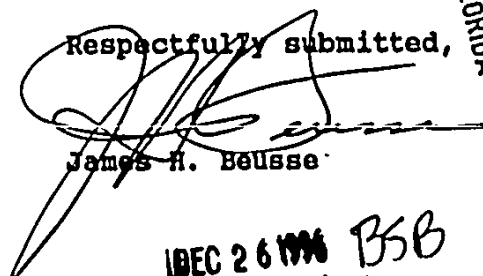
Enclosed please find the original and a duplicate copy of the Articles of Incorporation for the above identified corporation. Please return the copy for our file.

Also enclosed is a check for:

Filing Fee:	\$ 35.00
Certified Return Copy:	\$ 52.50
Resident Agent Fee:	\$ 35.00
<b>Total</b>	<b>\$122.50</b>

**FILED**  
97 JAN -3 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Respectfully submitted,



James H. Beusse

JHB/sg

Enclosures

JAN 20 1997

LBEC 26 1996 BSB

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W96-26952

**HOBBY & BEUSSE**  
ATTORNEYS AND COUNSELORS AT LAW  
137 EAST NEW ENGLAND AVENUE  
SUITE 375  
WINTER PARK, FLORIDA 32789  
(407) 844-8888 FAX (407) 845-3200  
PATENTS TRADEMARKS COPYRIGHTS  
December 30, 1996

WILLIAM M. HOBBY III  
JAMES H. BEUSSE

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

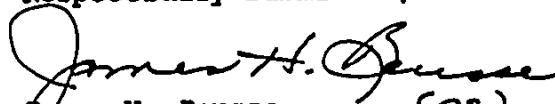
Re: Articles of Incorporation for:  
ABC DEVELOPMENT, INC. OF CENTRAL FLORIDA  
Ref. No. W96000026952

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation for the above identified corporation which has been changed to ABC DEVELOPMENT, INC. OF CENTRAL FLORIDA. Please return the copy for our file.

A check for \$122.50 was previously sent.

Respectfully submitted,

  
James H. Beusse (05)

JHB/sg

Enclosures

ARTICLES OF INCORPORATION  
OF  
ABC DEVELOPMENT, INC. OF CENTRAL FLORIDA

FILED

97 JAN -3 AM 10:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ABC DEVELOPMENT, INC. OF CENTRAL FLORIDA whose address is P.O. Box 149394, Orlando, Florida 32814.

EFFECTIVE DATE  
12-30-96

Article II - Duration

This corporation shall have perpetual existence unless dissolved according to law, commencing upon execution of the Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business, including development, manufacture, and sale of plastic and foam products for household use.

Article IV - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of stock having no par value.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2931 Forsyth Road, Unit 107, Winter Park, Florida 32792 and the initial resident and registered agent of this corporation at that address is Amy M. Shumway.

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Amy M. Shumway  
P.O. Box 149394  
Orlando, Florida 32814

Craig S. Shumway  
P.O. Box 149394  
Orlando, Florida 32814

Article VII - Incorporator

The name and address of the person signing these Articles is:

Amy M. Shumway  
P.O. Box 149394  
Orlando, Florida 32814

Article VIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

**Article IX - Action by Directors Without a Meeting**

The directors of this corporation may take action by written consent, as provided by law.

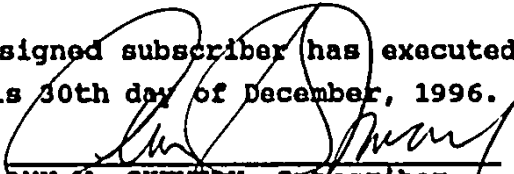
**Article X - Indemnification**

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

**Article XI - Amendment**

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

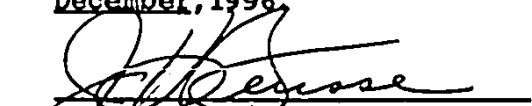
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of December, 1996.

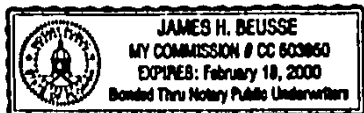
  
AMY M. SHUMWAY, Subscriber

STATE OF FLORIDA     )     SS  
COUNTY OF             )

Before me a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Amy M. Shumway known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

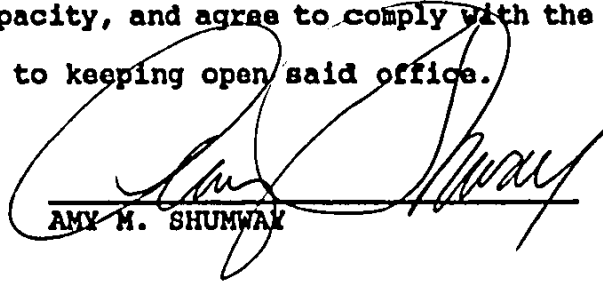
Sworn to and subscribed before me this 30th day of December, 1996.

  
Notary Public  
My Commission Expires:  
Personally Known  OR Produced Identification



**RESIDENT AND REGISTERED AGENT ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
AMY M. SHUMWAY

**FILED**  
97 JAN -3 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA