

2/25/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

4:17 PM

P98000018482
((H980000038516))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (850)922-4001
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: PAPER CONVERTERS, INC.
AUDIT NUMBER.....H98000003851
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 7
DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:03:46

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 26 AM 8:17

5/2/26

H98000003851

**ARTICLES OF INCORPORATION
OF
PAPER CONVERTERS, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB 26 AM 8:17

ARTICLE I
Name of Corporation

The name of the corporation is PAPER CONVERTERS, INC.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

1000 Brickell Avenue, Suite 650
Miami, Florida 33131

Carlos M. Machado, Esq.
Mesa, Rodriguez & Machado, P.A.
1000 Brickell Avenue, Ste. 660
Miami, Florida 33131-3014 - Tel.(305)377-1000
Florida Bar No. 613843

H98000003851

MESA, RODRIGUEZ & MACHADO, P.A. 1000 BRICKELL AVENUE, SUITE 650 MIAMI, FLORIDA 33131-3014

H98000003851

ARTICLE V

Registered Office

The initial street address of the registered office of the corporation is:

**CARLOS M. MACHADO, ESQ.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014**

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

**CARLOS M. MACHADO, ESQ.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014**

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum

H98000003851

- 2 -

MESA, RODRIGUEZ & MACHADO, P.A. 1000 BRICKELL AVENUE, SUITE 660 MIAMI, FLORIDA 33131-3014

H98000003851

for the transaction of all business.

The name and address of the initial directors are:

JOSE E. LOPEZ
1000 Brickell Avenue, Suite 650
Miami, Florida 33131

ARTICLE VIII

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

CARLOS M. MACHADO, ESQ.
1000 Brickell Avenue, Suite 660
Miami, Florida 33131-3014

ARTICLE X

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

H98000003851

- 3 -

MESA, RODRIGUEZ & MACHADO, P.A. 1000 BRICKELL AVENUE, SUITE 660 MIAMI, FLORIDA 33131-3014

P.04/07

EMPIRE CORPORATE KIT

FEB-25-1998 17:58

H98000003851

ARTICLE XI

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

H980000003851

- 4 -

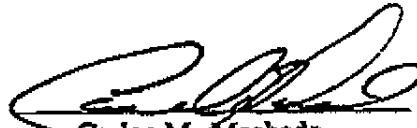
H98000003851

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

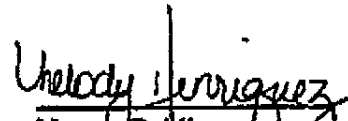
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 25th day of February, 1998.


Carlos M. Machado

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Carlos M. Machado, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 25th day of February, 1998.


Notary Public
State of Florida at Large

My Commission Expires:



Melody Henriquez
My Commission C0842101
Expires April 26, 2001

H98000003851

MESA, RODRIGUEZ & MACHADO, P.A. 1000 BRICKELL AVENUE, SUITE 600 MIAMI, FLORIDA 33131-3014

H98000003851

PAPER CONVERTERS, INC.
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Registered Agent

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB 26 AM 8:

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Carlos M. Machado, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed. WITNESS my hand and official seal at Miami, Dade County, Florida this 25th day of Feb _____, 1998.


Notary Public State of Florida
at Large

My Commission Expires:



Melody Henriquez
My Commission CD643101
Expires April 28, 2001

H98000003851