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ALBERT J. STOPKA, III, P.A.

108 MOSLEY DRIVE  
LYNN HAVEN, FL 32444  
850/785-6600  
FAX: 850/872-9158

July 24, 1998

FILED  
98 JUL 29 AM 7:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

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-07/29/98--01053--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Suncoast Plastics, Inc.  
Our File No. 63.1

To Whom It May Concern:

Enclosed please find the following in connection with the above-referenced:

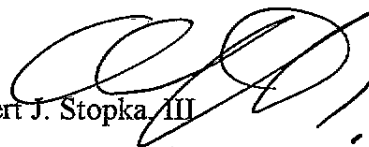
1. Original and one copy of the Articles of Incorporation and Acceptance of Registered Agent; and
2. Our firm's check no. in the amount of \$122.50 to cover the cost of filing.

Please file the enclosed Articles upon receipt and return a certified copy to me at the above address.

Thank you very much for your assistance with this matter and should you have any questions, please do not hesitate to give me a call collect.

Sincerely,

ALBERT J. STOPKA, III, P.A.

  
Albert J. Stopka, III

AJS/mab  
Enclosure(s)

F. CHESSER AUG 3 1998

ARTICLES OF INCORPORATION  
OF  
SUNCOAST PLASTICS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Suncoast Plastics, Inc. and the street address of the initial principal office is 8623 N. Lagoon Drive, Unit A-7, Panama City Beach, Florida 32408.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - REGISTERED AGENT AND OFFICE ADDRESS

The name of the initial registered agent is Albert J. Stopka, III, whose street address is 108 Mosley Drive, Lynn Haven, Florida 32444.

#### ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INDEMNIFICATION

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

ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Sherry Thiel whose address is 8623 N. Lagoon Drive, Unit A-7, Panama City Beach, FL 32408.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24<sup>th</sup> day of July, 1998.

Sherry L. Thiel  
Sherry Thiel

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Suncoast Plastics, Inc. was acknowledged before me this 24<sup>th</sup> day of July, 1998, by Sherry Thiel, who: (notary must check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification

(SEAL)



Albert J Stopka III  
My Commission CC744879  
Expires May 25, 2002

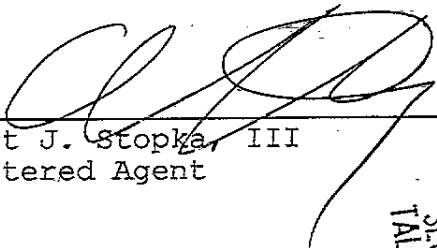
Albert J. Stopka  
(Print Name)

Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF  
SUNCOAST PLASTICS, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 24<sup>th</sup> day of July, 1998.

  
\_\_\_\_\_  
Albert J. Stopka, III  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA