

287278



ACCOUNT NO. : 072100000032

REFERENCE : 880262 4303929

AUTHORIZATION

Patricia Piquet

COST LIMIT : \$ 87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL -6 AM 11:09

FILED

ORDER DATE : July 6, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 880262-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

*Amended
&
Restated*

100002580061--5

DOMESTIC AMENDMENT FILING

NAME: SWEET PAPER SALES CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

RECEIVED
JUL 6 1998
10:41 AM

RECEIVED
98 JUL -6 AM 10:38

BPH
7/8/98

402250, 00579, 00672



RECEIVED

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 6, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: SWEET PAPER SALES CORP.
Ref. Number: 287278

We have received your document for SWEET PAPER SALES CORP. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 698A00036085

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

SWEET PAPER SALES CORP.

FILED
98 JUL -6 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1007 of the Florida Business Corporation Act, the Directors and Shareholders of SWEET PAPER SALES CORP. (the "Corporation") adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is SWEET PAPER SALES CORP., (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The address of the principal office 215 S.E. 10th Avenue, Hialeah Florida 33010 and the mailing address of the Corporation is P.O. Box 470730, Miami, Florida 33241-0730.

ARTICLE III
SHARES

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

Number of Shares	Par Value	
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
1,000	\$0.001	Class A Voting Common
99,000	\$0.001	Class B Non-Voting Common

The holders of the Class A Voting Common stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in Section 607.1004 of the Florida Business Corporation Act).

Each share of the issued and outstanding common stock of the Corporation in existence immediately prior to the foregoing amendment, shall be reclassified into One (1) share Class A Voting Common Stock and Ninety-nine (99) shares of Class B Non-Voting Common Stock, without any action on the part of the holders thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit "A".

ARTICLE IV
DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the current Board of Directors is five, and the name and address of the member of the Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Michael Scheck
215 S.E. 10th Avenue
Hialeah, FL 33010

Raquel Scheck
215 S.E. 10th Avenue
Hialeah, FL 33010

Jeffrey Scheck
215 S.E. 10th Avenue
Hialeah, FL 33010

Marty Scheck
215 S.E. 10th Avenue
Hialeah, FL 33010

Steven Scheck
215 S.E. 10th Avenue
Hialeah, FL 33010

ARTICLE V
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned, President of the Corporation has executed these Amended and Restated Articles of Incorporation this 21 day of MAY, 1998.

SWEET PAPER SALES CORP.

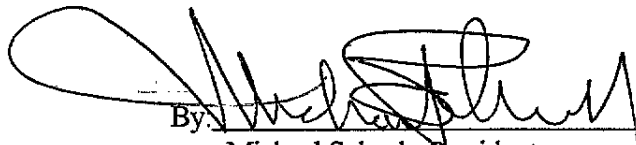

By: _____
Michael Scheck, President

EXHIBIT "A"

PLAN OF RECAPITALIZATION

This Plan of Recapitalization is adopted by the Board of Directors of SWEET PAPER SALES CORP. (the "Corporation") as of the date on which this Plan of Recapitalization is executed.

ARTICLE I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is 1,000 shares of common stock, \$.01 par value (the "Common Stock"), 100 shares of which are issued, fully paid, and outstanding. Such shares are owned by the following persons:

	<u>Shares</u>	
Michael Scheck	62.6180	61.18
Raquel Scheck	10.0000	10.00
Jeffrey Scheck	6.8455	7.205
Martin Scheck	6.8455	7.205
Steven Scheck	6.8455	7.205
Elise Scheck	6.8455	7.205



ARTICLE II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan of Recapitalization (the "Plan"), at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Common Stock will be reclassified (the "Reclassification") in the manner set forth in Section 2.2 hereof in exchange for the "Recapitalization Consideration" (as such term is defined in Section 2.3 hereof).

(b) The Reclassification shall become effective upon the filing of the Amended and Restated Articles of Incorporation of the Corporation (the "Amended Articles") with the Secretary of State of the State of Florida in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"). The date and time when the Reclassification shall become effective is herein referred to as the "Effective Time".

2.2 Reclassification of Stock. At the Effective Time, each authorized, issued and outstanding share of Common Stock shall, without any action on the part of the holder thereof be reclassified as, and changed into, (i) one (1) fully paid and nonassessable share of voting common stock, \$0.001 par value, of the Corporation (the "Class A Voting Stock") and (ii) ninety-nine (99) fully paid and nonassessable shares of non-voting common stock, \$0.001 par value, of the Corporation (the "Class B Non-Voting Stock"). The holders of Class A Voting Stock and Class B Non-Voting Stock shall have identical rights with respect to (i) distributions from the Corporation, (ii) the liquidation of the Corporation and (iii) all other matters affecting the Corporation, except that the holders of Class B Non-Voting Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise provided in Section 607.0721 of the Act).

2.3 The Exchange.

(a) Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock, the holder of such certificate or certificates shall, for each share of Common Stock, be entitled to receive one (1) share of the Class A Voting Stock and ninety nine (99) shares of the Class B Non-Voting Stock, all in accordance with Section 2.2 hereof.

(b) The Class A Voting Stock and the Class B Non-Voting Stock are sometimes referred to herein as the "Recapitalization Consideration".

2.4 Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended at the Effective Time in the manner set forth in the Amended Articles, and as so amended, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.5 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

ARTICLE III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) Approval of the Articles. The approval of the Amended Articles by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) Litigation. No action, proceeding or investigation shall have been instituted or threatened, on or prior to the Effective Time, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

IN WITNESS WHEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President and its corporate seal to be affixed hereto and attested by its Secretary, on this 21 day of MAY, 1998. The date of adoption of the amendment is May 21, 1998. The number of votes cast for the amendment by the shareholders was sufficient for approval.

SWEET PAPER SALES CORP.

By: 

Michael Scheck, President

By: 

Raquel Scheck, Secretary

(SEAL)