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Florida Department of State

**Division of Corporations**  
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# REVISED

**LIMITED LIABILITY COMPANY**

**Pallet Systems of America, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION  
OF  
PALLET SYSTEMS OF AMERICA, LLC

ARTICLE I - NAME

The name of this Company is PALLET SYSTEMS OF AMERICA, LLC (the "Company").

ARTICLE II - DURATION

The Company shall exist for fifty (50) years from and after the date of filing these Articles with the Secretary of State of the State of Florida unless dissolved according to law.

ARTICLE III - ADDRESS

The address of the principal office and the mailing address of the Company is 3672 Richmond Street, Jacksonville, Florida 32205.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 3672 Richmond Street, Jacksonville, Florida 32205 and the name of its initial registered agent at such address is Willis M. Ball, III.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company by unanimous consent of the present members.

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#### ARTICLE VI - CONTINUATION OF BUSINESS

The business of the Company may be continued on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon any other event that terminates continued membership of a member, upon the unanimous consent of the remaining members of the Company.

#### ARTICLE VII - MANAGEMENT OF THE COMPANY

The Company is to be managed by three managers and is, therefore, a manager-managed company, and whose names and addresses of the managers are as follows:

Willis M. Ball, III

3672 Richmond Street  
Jacksonville, Florida 32205

Charles L. Hoffman, Jr.

610 Oceanfront  
Neptune Beach, Florida 32266

Larry C. Williams

Breckenridge Group, Inc.  
Resurgeons Plaza  
945 East Paces Ferry Road, Suite 2100  
Atlanta, Georgia 30326

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and shall serve until the first annual meeting of the members of the Company or until their successors are appointed and qualify.

#### ARTICLE VIII - REGULATIONS

The rights and duties of the members of the Company and of the managers are set forth in the Regulations of the Company.

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ARTICLE IXCERTIFICATION OF AUTHORITY AND EXECUTION OF  
WORKING MANAGEMENT ACCOUNT AGREEMENT

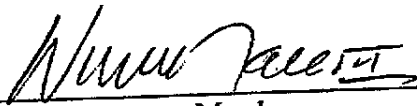
The Company is empowered to (i) establish a Cash Securities Account with Merrill Lynch Pierce Fenner & Smith ("MLPF&S") for the purchase and sale (including short sales if the Securities Account is established with the Investor CreditLine Service) of stocks, bonds, options and other securities, commodities and commodity futures, on margin (if the Securities Account is established with the Investor CreditLine Service) or otherwise, and (ii) to establish a Working Capital Management Account ("WCMA") Check/Card Account as described in the WCMA Agreement, which WCMA Check/Card Account may be accessed by checks and plastic transaction cards with a bank or banks designated by MLPF&S. The Securities Account and the WCMA Check/Card Account shall be governed by the terms and conditions as represented in the WCMA Agreement and application.

Each one of the following named individuals are hereinafter referred to as "Authorized Representative(s)":

Mr. Charles L. Hoffman  
Mr. Larry C. Williams.

IN WITNESS WHEREOF, the undersigned person(s) have executed these Articles of Organization this 7th day of July, 2000.

(Member)

  
Willis M. Ball, III, as a Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 608.415, Florida Statutes, the following is submitted:

That Pallet Systems of America, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Willis M. Ball, III, located at 3672 Richmond Street, Jacksonville, Florida 32205, as its agent to accept service of process within Florida.

By: *Willis M. Ball, III*  
Willis M. Ball, III, as a Member  
Date: 7.7.00

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, Willis M. Ball, III hereby agrees to act in this capacity, and Willis M. Ball, III further acknowledges that he is familiar with and accepts the obligations of the position and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

*Willis M. Ball, III*  
Willis M. Ball, III  
7.7.00  
Date

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